Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 1 of 84

### **EXHIBIT A**

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc

Exhibit(s) A through K Page 2 of 84

Case 08-35653-KRH Doc 7633 Filed 05/24/10 Entered 05/24/10 13:47:46 Desc Main

Document Page 1 of 9

Form 210A (10/06)

### UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

In re:

Chapter 11

Case No. 08-35653

CIRCUIT CITY STORES, INC., et al.

Jointly Administered

Debtor.

Hon. Kevin R. Heunnekens, U.S.B.J.

# TRANSFER OF CLAIM OTHER THAN FOR SECURITY PURSUANT TO FED. R. BANKR. P. 3001(e)(2) AND TRANSFEROR'S WAIVER OF NOTICE

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a) by Manufacturers and Traders Trust Company, as Trustee (the "Transferor) and filed on the Claims Register for the above-captioned bankruptcy case. All right, title and interest in and to the claim has been sold and transferred, for other than security, described as follows:

Person or entity to whom the claim has been transferred (the "Transferee"): 1. Name: CC Acquisitions, L.P. Telephone No. (212) 576-4575 Address: CC Acquisitions, L.P. Attention: Vivian Dubin c/o NY Life Insurance Company 51 Madison Avenue New York, NY 10010 2. Date of Transfer of Claim: March 31, 2010 3. Type of Claim: General Unsecured Amount of Claim: Not less than \$620,334.88 4. Date of Filing Proof of Claim: April 30, 2009 5.

6. Claim No.: 12718 (the "Claim")

7. Transferor: Manufacturers and Traders Trust Company, as Trustee

c/o Hodgson Russ LLP
Attn: Deborah J. Piazza, Esq.
60 East 42<sup>nd</sup> Street, 37<sup>th</sup> Floor
New York, NY 10165

ase 08-35653-KRH   1	JOC 12056-1	<u> Filea 06/21/12</u>	Entered U6/2	(1/12 16:22:14	Desc
Case 08-35653-KRH	Doc 7633 <sup>^</sup> F	through K Pa filed 05/24/10 cument Page	Entered 05/24/10	D 13:47:46 De	esc Mair

8. A true and correct copy of the Proof of Claim originally filed (without exhibits) is attached hereto as Exhibit A.

PLEASE TAKE NOTICE that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.

Dated: 41210	Dated:
TRANSFEROR:	TRANSFEREE:
MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE	CC ACQUISITIONS L.P. By: NYLIFE Real Estate Holdings, LLC it's General Partner
By: Nancy L. George	By: Vivian Dubin
Vice President	Secretary

<del>Case U8-35653-KRH</del> - I					
	Exhibit(s) A thi	rough K Pa	ne 4 of 84		
Case 08-35653-KRH	Doc 7633 Filed	105/24/10 E	ntered 05/24/10	13:47:46	Desc Main
					= 000 1/101/1

Document Page 3 of 9

8. A true and correct copy of the Proof of Claim originally filed (without exhibits) is attached hereto as Exhibit A.

PLEASE TAKE NOTICE that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.

Dated:

TRANSFEROR:

MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE

By: Nancy L. George

Vice President

Dated: 5/17/2010

TRANSFEREE:

CC ACQUISITIONS L.P.

By: NYLIFE Real Estate Holdings, LLC,

it's General Partner

Vivian Dubin

Vivian Dubin Secretary Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 5 of 84 Case 08-35653-KRH Doc 7633 Filed 05/24/10 Entered 05/24/10 13:47:46 Desc Main Document Page 4 of 9

Date: May 24, 2010

Submitted by:

### MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE

By: /s/ Augustus C. Epps, Jr.

Augustus C. Epps, Jr., Esquire (VSB No. 13254)
Michael D. Mueller, Esquire (VSB No. 38216)
Jennifer M. McLemore, Esquire (VSB No. 47164)
CHRISTIAN & BARTON, LLP
909 E. Main Street, Suite 1200
Richmond, Virginia 23219-3095
(804) 697-4129
(804) 697-6129 (facsimile)

Counsel for Manufacturers and Traders Trust Company, as Trustee

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 6 of 84 Doc 7633 Filed 05/24/10 Entered 05/24/10 13:47:46 Desc Main Document Page 5 of 9

# **EXHIBIT A**

#12718

79 40 40 Mg - 1 3 W 400 Mg mm		
B 10 (Official Form 10) (12/07) UNITED STATES BANKRUPTCY COURT FOR THE E.	ASTERN DISTRICT OF VIRGINIA	PROOF OF CLAIM
Debtor a  Circuit City Stores, Inc. (Case No. 08-35653)	guinet which claim is meeted: (Check only one box below:)  [] CC Distribution Company of Virginia, Inc. (Case No. 08-35659)	Abbott Advertising, Inc. (Case No. 08-35665)
Circuit City Stores West Coast, Inc. (Case No. 08-35654)  I InterTAN, Inc. (Case No. 08-35655)  U Ventoux International, Inc. (Case No. 08-35656)	Circuit City Stores PR, LLC (Case No. 08-35660)  Circuit City Properties, LLC (Case No. 08-35661)  Orbyz Electronics, LLC (Case No. 08-35662)	Mayland MN, LLC (Case No. 02-35666)     Patapaco Designa, Inc. (Case No. 08-35667)     Sky Venture Corporation (Case No. 08-35668)
Circuit City Purchasing Company, LLC (Case No. 08-35657)     CC Aviation, LLC (Case No. 08-35658)	U Kinzer Toohnology, LLC (Case No. 08-35663) U Courohevel, LLC (Case No. 08-35664)	II XSSNM, LLC (Case No. 08-35669) II FRAHS, INC. (Case No. 08-35670)
:		2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2
Name of Creditor (the person or other entity to whom the debt Manufacturers and Traders Trust Company, as Tru	or owes money or property): S100	Check this box to indicate that this clair     amends a previously filed claim.
Name and address where notices should be sent:		Court Claim Number:
c/o Hodgson Russ LLP Attn: Deborah J. Plazza, Esg.		(If known) Filed on:
60 East 42nd Street, 37th Floor New York, New York 10165	Telephone number: (212) 661-3535	
Name and address where payment should be sent (if different t	ion shave):	☐ Check this box if you are aware that
Manufacturers and Traders Trust Company, as Trus One M&T Plaza Buffalo, New York 14203	t <del>os</del>	anyone che has filed a proof of claim relating to your claim. Attack copy of statement giving particulars.
	Telephone number: (716) 853-7960	Check this box if you are the debter or trustee in this case.
I. Amount of Claim as of Date Case Filed:	Not less than \$620,334.88 (Refer to annexed Exhibit B)	5. Amount of Claim Entitled to Prioris under 11 U.S.C. § 507(a). If any
	owever, if all of your claim is unsecured, do not complete item 4.	portion of your claim falls in one of the following categories, check the
Check this box if claim includes interest or other charges	in addition to the principal amount of claim. Attach itemized	box and state the amount.  Specify the priority of the claim.
statement of interest or charges.  2. Basis for Claim: Amounts due under Lease and rela		Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).
(Refer to a	unnexed Exhibits A and C)	Wages, salaries, or commissions (up to \$10,950*) earned within 180 days
Lest four digits of any number by which creditor identifi     Debtor may have scheduled account as:     (See instruction #3s on reverse side.)	before filing of the bankruptcy petition or cessation of the debtors business, whichever is earlier — II U.S.C.	
4. Secured Claim (See instruction #4 on reverse side.)  Check the appropriate box if your claim is secured by a li	on on property or a right of acteff and provide the requested	§ 507(a)(4).  □ Contributions to an employee benefit
mornanos.		plan — 11 U.S.C. § 507(a)(5).  Up to \$2,425* of deposits toward
Nature of property er right of setoff:   Describe:  Value of Property: \$	Motor Vehicle     Other  Refe     *** ** ** ** ** ** ** ** ** ** ** *	purchase, lesse, or rental of property or services for personal, family, or household use — 11 U.S.C. § 507(a)(7
Amount of arrearage and other charges as of time case		Taxes or penalties owed to
If any: \$ Basis for perfe	ction:	governmental units — 11 U.S.C. § 507(a)(8).
Amount of Secured Claim: 8		(i Other - Specify applicable paragraph of 11 U.S.C. § 507(a)().
<ol> <li>Documents: Attach reducted copies of any documents that a avoices, itemized statements or running accounts, contracts, in.</li> </ol>	upport the claim, such as promisery notes, purchase orders,	Amount entitled to priority:
ummary. Attach redacted copies of documents providing evid ummary. (See definition of "redacted" on reverse side.)	mos of perfection of a security interest. You may also attach a	*Amounts are subject to adjustment on
OO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DO f the documents are not svailable, please explain:	OCUMENTS MAY BE DESTROYED AFTER SCANNING.	4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment
Date: other person authorized to file this claim address above. Attach copy of power of	must sign it. Sign and print name and title, if any, of the creditor or and state address and telephone number if different from the notice atterney, if any.	FOR COURECEVED
By: Harders and Traders Trus		'APR 8 0 2009
Nancy L. George, Vice President		KURIZMAN CARSON CONSULTANTS
Penalty for presenting fraudulent claim: R	ing of up to \$500,000 or imprisonment for up to 5 years, or both, 18	II S.C. 88 152 and 3571

☐ Date Stamped Copy Returned☐ No self addressed stamped envelope☐ No copy to return



#### EXHIBIT A TO PROOF OF CLAIM FILED BY MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE LITTLE ROCK, ARKANSAS - STORE NO. 4506

Manufacturers and Traders Trust Company, as Trustee ("M&T"), submits this Proof of Claim for claims arising in connection with a certain Lease between Circuit City Stores, Inc., as Tenant, and CCI Trust 1994 - I, as Landlord, dated November 30, 1994, related to the premises located at Little Rock, Arkansas, Store No. 4506, as more fully-described in the Lease (the "Lease"), which has been assigned to M&T as collateral security in accordance with various related lending and security agreements (the "Claim"). A copy of the Lease is annexed as Exhibit C to this Claim.

On February 19, 2009, the Court entered an Order Under Bankruptcy Code Sections 105, 363 and 365 (I) Approving Bidding and Auction Procedures For Sale of Unexpired Nonresidential Real Property Leases, (II) Setting Sale Hearing Dates, And (III) Authorizing and Approving (A) Sale of Certain Nonresidential Real Property Leases Free And Clear Of All Interest, (B) Assumption And Assignment of Certain Unexpired Nonresidential Real Property Leases and (C) Lease Rejection Procedures (the "Order"), authorizing the Debtors to reject certain unexpired real property leases upon notice to the lessor. On March 4, 2009, the Debtors filed the Notice of Rejection of Unexpired Lease and Abandonment of Personal Property [Docket No. 2419], rejecting the Lease effective as of March 11, 2009.

On March 26, 2009, the Court entered the Stipulation and Order [Docket No. 2762], providing that all rejection damage claims with respect to leases rejected pursuant either to an order of this Court entered on or after March 1, 2009 and prior to April 1, 2009, authorizing the rejection of one or more unexpired leases of nonresidential real property or to a notice given prior to April 1, 2009, pursuant to the Court's February 19, 2009 Order, shall be deemed timely filed if filed on or before April 30, 2009, regardless of whether or not April 30, 2009 is more than thirty days after the applicable notice is given.

Pursuant to sections 502(a) and 502(b)(6) of the Bankruptcy Code, M&T has an aggregate claim in an amount not less than \$620,334.88 against the Debtors which represents: (1) rejection damages in the amount of \$506,122.92; (2) prepetition claims in the present amount of \$57,577.72; and (3) actual damages under the lease in the present amount of \$56,634.24. A detailed analysis and calculation of the Claim is annexed as Exhibit B.

M&T reserves the right to amend and/or supplement this Claim at any time and in any manner and/or to file additional proofs of claim for any additional amounts and/or claims that may be based on information not yet known, or the same or additional documents or grounds of liability, including, but not limited to, additional administrative expenses arising after the petition date.

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 9 of 84 Case 08-35653-KRH Doc 7633 Filed 05/24/10 Entered 05/24/10 13:47:46 Desc Main Document Page 8 of 9

This Claim is filed to protect M&T from forfeiture of any claim it may have. Filing of this Claim is not (a) a waiver or release of M&T's rights, claims or defenses against any person, entity or property; (b) a waiver or release of M&T's right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) a consent by M&T to the jurisdiction of this Court for any purpose other than with respect to this Claim; (d) an election of remedy; (e) a waiver or release of any rights which M&T may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving M&T, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.

# EXHIBIT B TO PROOF OF CLAIM FILED BY MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE LITTLE ROCK, ARKANSAS (STORE NO. 4506)

### Claim Analysis and Calculation

Lease between Circuit City Stores, Inc. and CCI Trust 1994-I, dated Nov. 30, 1994 Store No. 4506 - Little Rock, Arkansas - 4339 Warden Road North 72116

		-
Claim for Rejection Damages under 11 U.S.C. 5	02(b)(6)	
Total rent reserved through end of term (110 months):	\$3,374,152.79	
Fifteen percent of total rent reserved (above):	506,122.92	
Rent reserved for one year from Petition Date:	368,089.40	]
Subtotal of Rejection Damages C	laim (greater of the two):	\$506,122.92
Prepetition Claim		
Prepetition Rent Outstanding (10/1/08 - 11/9/08):	\$34,636.88	
Prepetition Taxes Outstanding:	22,940.84	1
Prepetition Common Area Maintenance Outstanding:	To be determined ("TBD")	1
	tal of Prepetition Claim:	\$ <b>57,</b> 577.72
Damages Under Lease		451,571.12
Trustee Fees:	\$3,943.73	
Trustee's Attorneys Fees*:	10,703,25	
Local Trustee's Attorneys Fees*:	19,081.79	
Special Trustee's Attorneys Fees*:	1,250.00	
Insurance:	10,505.47	
Broker Opinions:	4,750.00	
Environmentals:	6,400,00	
Appraisal Fee:	TBD	
Landlord's Legal Costs:	TBD	
HVAC Repair:	TBD	
Inspection Fees:	TBD	
HVAC Inspection:	TBD	
Sign Removal:	TBD	
Re-key:	TBD	
Subtotal o	\$56,634.24	
,	L PROOF OF CLAIM:	\$620,334.88

<sup>\*</sup> M&T reserves its right to amend and/or supplement this Claim at any time to reflect additional attorneys' fees incurred. Further, a portion of the attorneys' fees included herein may constitute an administrative expense amount and nothing set forth herein shall preclude M&T from asserting such amounts as part of an administrative expense claim.

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 11 of 84

### EXHIBIT B

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 12 of 84 Case 08-35653-KRH Doc 7816 Filed 06/14/10 Entered 06/14/10 10:20:14 Desc Main Document Page 1 of 9

Form 210A (10/06)

### UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

In re:

Chapter 11

Case No. 08-35653

CIRCUIT CITY STORES, INC., et al.

Jointly Administered

Debtor.

Hon. Kevin R. Heunnekens, U.S.B.J.

# TRANSFER OF CLAIM OTHER THAN FOR SECURITY PURSUANT TO FED. R. BANKR. P. 3001(e)(2) AND TRANSFEROR'S WAIVER OF NOTICE

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a) by Manufacturers and Traders Trust Company, as Trustee (the "Transferor) and filed on the Claims Register for the above-captioned bankruptcy case. All right, title and interest in and to the claim has been sold and transferred, for other than security, described as follows:

1. Person or entity to whom the claim has been transferred (the "Transferee"):

Name: <u>CC Acquisitions, L.P.</u>

Telephone No. (212) 576-4575

Address:

CC Acquisitions, L.P.

Attention: Vivian Dubin

c/o NY Life Insurance Company

51 Madison Avenue

New York, NY 10010

- 2. Date of Transfer of Claim: April 1, 2010
- 3. Type of Claim: General Unsecured
- 4. Amount of Claim: Not less than \$721,052.70
- 5. Date of Filing Proof of Claim: April 30, 2009
- 6. Claim No.: <u>12721 (the "Claim")</u>
- 7. Transferor:

Manufacturers and Traders Trust Company, as Trustee

c/o Hodgson Russ LLP

Attn: Deborah J. Piazza, Esq.

60 East 42<sup>nd</sup> Street, 37<sup>th</sup> Floor

New York, NY 10165

`:	25653-KRH	Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22	:14 Desc
		Exnibit(\$) A through K Page 13 of 84	
	Case 08-35653-KRH	Exhibit(s) A through K Page 13 of 84 Doc 7816 Filed 06/14/10 Entered 06/14/10 10:20:14	Desc Main
		Document Page 2 of 9	•
		Document rage 2 of 3	

8. A true and correct copy of the Proof of Claim originally filed (without exhibits) is attached hereto as Exhibit A.

PLEASE TAKE NOTICE that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.

Dated: 41210

TRANSFEROR:

MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE

Nancy L. George
Vice President

Dated:

TRANSFEREE:

CC ACQUISITIONS L.P.

By: NYLIFE Real Estate Holdings, LLC,

it's General Partner

By: Vivian Dubin

Secretary

<u>aca 08-35653-KBH - r</u>	Doc 12056-1	2·14 Desc
Case 08-35653-KRH	Exhibit(s) A through K Page 14 of 84 Doc 7816 Filed 06/14/10 Entered 06/14/10 10:20:14	Desc Main
	Document Page 3 of 9	

	8.	A true and	correct copy	of the	Proof of Clain	originally	filed (w	zithout e	exhibits) i	is attache	d
hereto	as Exhi	bit A.			. •	<b>O</b> 1,115				D WILLDAND	

PLEASE TAKE NOTICE that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.

Dated:	Dated:
TRANSFEROR:	TRANSFEREE:
MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE	CC ACQUISITIONS L.P. By: NYLIFE Real Estate Holdings, LLC, it's General Partner
By:	By: Wrand Subid Vivian Dubin
Vice President	Secretary

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 15 of 84 Case 08-35653-KRH Doc 7816 Filed 06/14/10 Entered 06/14/10 10:20:14 Desc Main Document Page 4 of 9

Date: June 14, 2010

Submitted by:

### MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE

By: /s/ Augustus C. Epps, Jr.
Augustus C. Epps, Jr., Esquire (VSB No. 13254)
Michael D. Mueller, Esquire (VSB No. 38216)
Jennifer M. McLemore, Esquire (VSB No. 47164)
CHRISTIAN & BARTON, LLP
909 E. Main Street, Suite 1200
Richmond, Virginia 23219-3095

(804) 697-4129 (804) 697-6129 (facsimile)

,

Counsel for Manufacturers and Traders Trust Company, as Trustee

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 16 of 84 Doc 7816 Filed 06/14/10 Entered 06/14/10 10:20:14 Desc Main Document Page 5 of 9

# **EXHIBIT A**

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 17 of 84 Case 08-35653-KRH Doc 7816 Filed 06/14/10 Entered 06/14/10 10:20:14 Desc Main Document Page 6 of 9

#12721

B 10 (Official Form 10) (12/07)	
UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF YIRGINIA	PROOF OF CLAIM
Debtor against which claim is asserted: (Check only one box helow)  Circuit City Stores, Inc. (Case No. 08-35653)	The state of the s
CC Distribution Company of Virginia, Inc. (Case No. 08-35659)	D Abbott Advertising, Inc. (Case No. 08-35665)
	Mayland MN, LLC (Case No. 08-35666)
U Ventoux International, Inc. (Case No. 08-35656)	Patapaco Designs, Inc. (Case No. 08-35667)
U Circuit City Purchasing Company, LLC (Casa No. 08.35657)	Sky Venture Corporation (Case No. 08-35668)
U CC Aviation, LLC (Case No. 08-35658)	1 XSStuff, LLC (Case No. 08-35669)
	[] PRAHS, INC. (Case No. 08-35670)
Name of Creditor (the person or other entity to whom the debter ower manages accounts)	
i middladaturers and i raders Trust Company, as Trustee	Check this box to indicate that this claim
Name and address where notices should be sent:	amends a previously filed claim.
c/o Hodgson Russ LLP	Court Claim Number:
Attn: Deborah J. Piazza, Esq.	(If known)
60 East 42nd Street, 37th Floor	Filed on:
New York, New York 10165 Telephone number: (212) 861-3535	
· · ·	i
Name and address where payment should be sent (if different from above):	Check this box if you are aware that
Manufacturers and Traders Trust Company, as Trustee One M&T Plaza	anyone cise has filed a proof of claim
Buffalo, New York 14203	relating to your claim. Attach convert
	statement giving particulars.
Tolephone number: (716) 853-7960	D Check this box if you are the debtor or trustee in this case.
1. Amount of Claim as of Date Case Filed: \$ Not less than \$721,052,70 (Refer to annexed Exhibit B)	5. Amount of Claim Entitled to Priority
If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.	under 11 U.S.C. § 507(a). If any pertion of your claim falls in one of
If all or part of your claim is entitled to priority, complete item 5.	the following categories, check the
	box and state the smount.
Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.	Specify the priority of the claim.
2. Basis for Claim: Amounts due under Lease and related agreements - Store No. 4505 - Little Rock, AR (See instruction #2 on reverse side.)	Domostic support obligations under
(See instruction #2 on reverse side.) (Refer to annexed Exhibits A and C)	11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).
3. Last four digits of any number by which creditor identifies debtor:	Wages, salarics, or commissions (up to \$10,950°) carned within 180 days
3a. Debter may have scheduled account as-	before filing of the bankruntey petition
(See instruction #3z on reverse side.)	or cossation of the debtors business, whichever is earlier — 11 U.S.C.
4. Secured Claim (See instruction #4 on reverse side.)	§ 507(a)(4).
Check the appropriate box if your claim is accured by a lice on property or a right of setoff and provide the requested information.	Contributions to an employee benefit plan — 11 U.S.C. § 507(a)(5).
Nature of property or right of setoff:   Real Estate   C Motor Vehicle   C Other	
Describe:	Up to \$2,425* of deposits toward purchase, lease, or rental of property or
Value of Property: \$ Annual Interest Rate%	i services for nomanal femile and
Amount of arrearage and other charges as of time case filed included in secured claim,	household use — 11 U.S.C. § 507(a)(7).
	O Taxos or pensitics owed to governmental units — 11 U.S.C.
	§ 507(a)(8).
Amount of Secured Claim: \$ Amount Unsecured: \$	O Other - Specify applicable paragraph of
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. 7. Documents: Attach reducted again.	11 U.S.C. § 507(a)().
invoices, itemized statements or supries or any documents that support the claim, such as promiseory notes, purchase orders,	Amount entitled to priority:
summary. Attach reducted conies of documents recording at the summary. Attach reducted conies of documents recording at the summary.	s
summary. (See definition of "reducted" on reverse side.)	*Amounts are subject to adjustment on
DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.	4/1/10 and every 3 years thereafter with
If the documents are not available, please explain:	respect to cases commenced on or after
Signature: the person filing this claim must sign it. Sign and print name and title, if any, of the creditor or	the date of adjustment
	FOR COURECEIVED
April 28, 2009 address above. Attach copy of power of attorney, if any.  Manufacturers and Traders Trust Company, as Trustee	· INCLITED
O O O O O O O O O O O O O O O O O O O	1400 0 0 0000
By:	'APR 3 0 2009
Nancy L. George, Vice President, Corporate Trust Department	
Penalty for presenting frauctulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U	RURIZA AN CARSON CONSULTANTS
to any state, of both, 18 C	.a.c. 99 132 and 3571.

Date Stamped Copy Returned
☐ No self addressed stamped envelope
☐ No copy to return



Case 08-35653-KRH Doc 7816 Filed 06/14/10 Entered 06/14/10 10:20:14 Desc Mair

Document Page 7 of 9

# EXHIBIT A TO PROOF OF CLAIM FILED BY MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE LITTLE ROCK, ARKANSAS - STORE NO. 4505

Manufacturers and Traders Trust Company, as Trustee ("M&T"), submits this Proof of Claim for claims arising in connection with a certain Lease between Circuit City Stores, Inc., as Tenant, and CCI Trust 1994 - I, as Landlord, dated November 30, 1994, related to the premises located at Little Rock, Arkansas, Store No. 4505, as more fully-described in the Lease (the "Lease"), which has been assigned to M&T as collateral security in accordance with various related lending and security agreements (the "Claim"). A copy of the Lease is annexed as Exhibit C to this Claim.

On February 19, 2009, the Court entered an Order Under Bankruptcy Code Sections 105, 363 and 365 (I) Approving Bidding and Auction Procedures For Sale of Unexpired Nonresidential Real Property Leases, (II) Setting Sale Hearing Dates, And (III) Authorizing and Approving (A) Sale of Certain Nonresidential Real Property Leases Free And Clear Of All Interest, (B) Assumption And Assignment of Certain Unexpired Nonresidential Real Property Leases and (C) Lease Rejection Procedures (the "Order"), authorizing the Debtors to reject certain unexpired real property leases upon notice to the lessor. On March 4, 2009, the Debtors filed the Notice of Rejection of Unexpired Lease and Abandonment of Personal Property [Docket No. 2419], rejecting the Lease effective as of March 11, 2009.

On March 26, 2009, the Court entered the Stipulation and Order [Docket No. 2762], providing that all rejection damage claims with respect to leases rejected pursuant either to an order of this Court entered on or after March 1, 2009 and prior to April 1, 2009, authorizing the rejection of one or more unexpired leases of nonresidential real property or to a notice given prior to April 1, 2009, pursuant to the Court's February 19, 2009 Order, shall be deemed timely filed if filed on or before April 30, 2009, regardless of whether or not April 30, 2009 is more than thirty days after the applicable notice is given.

Pursuant to sections 502(a) and 502(b)(6) of the Bankruptcy Code, M&T has an aggregate claim in an amount not less than \$721,052.70 against the Debtors which represents: (1) rejection damages in the amount of \$581,979.66; (2) prepetition claims in the present amount of \$73,763.03; and (3) actual damages under the lease in the present amount of \$65,310.01. A detailed analysis and calculation of the Claim is annexed as Exhibit B.

M&T reserves the right to amend and/or supplement this Claim at any time and in any manner and/or to file additional proofs of claim for any additional amounts and/or claims that may be based on information not yet known, or the same or additional documents or grounds of liability, including, but not limited to, additional administrative expenses arising after the petition date.

Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14

Exhibit(s) A through K Page 19 of 84 Doc 7816 Filed 06/14/10 Entered 06/14/10 10:20:14 Case 08-35653-KRH

Document Page 8 of 9

This Claim is filed to protect M&T from forfeiture of any claim it may have. Filing of this Claim is not (a) a waiver or release of M&T's rights, claims or defenses against any person, entity or property; (b) a waiver or release of M&T's right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) a consent by M&T to the jurisdiction of this Court for any purpose other than with respect to this Claim; (d) an election of remedy; (e) a waiver or release of any rights which M&T may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving M&T, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.

Exhibit(s) A through K Page 20 of 84

Case 08-35653-KRH Doc 7816 Filed 06/14/10 Entered 06/14/10 10:20:14 Desc Main Document Page 9 of 9

## EXHIBIT B TO PROOF OF CLAIM FILED BY MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE LITTLE ROCK, ARKANSAS (STORE NO. 4505)

#### Claim Analysis and Calculation

Lease between Circuit City Stores, Inc. and CCI Trust 1994-I, dated Nov. 30, 1994 Store No. 4505 - Little Rock, Arkansas - 109 Markham Park Drive 72211

Claim for Rejection Damages under 11 U.S.C. 5	02/b)(6)	
Total rent reserved through end of term (110 months):	\$3,879,864.40	
Fifteen percent of total rent reserved (above):	581,979.66	
Rent reserved for one year from Petition Date:	423,257,94	
Subtotal of Rejection Damages C		\$581,979.66
Prepetition Claim		\$301,777.00
Prepetition Rent Outstanding (10/1/08 - 11/9/08):	\$37,935.63	
Prepetition Taxes Outstanding:	35,827.40	•
Prepetition Common Area Maintenance Outstanding:	To be determined ("TBD")	
	otal of Prepetition Claim:	\$73,763.03
Damages Under Lease		670,700.00
Trustee Fees:	\$3,943.73	
Trustee's Attorneys Fees*:	10.703.25	
Local Trustee's Attorneys Pees*:	19,081.79	
Special Trustee's Attorneys Fees*:	1,250.00	
Insurance:	19,181.24	
Broker Opinions:	4,750.00	
Environmentals:	6,400.00	
Appraisal Fee:	TBD	
Landlord's Legal Costs:	TBD	
HVAC Repair:	TBD	
Inspection Fees:	TBD	
HVAC Inspection:	TBD	
Sign Removal:	TBD	
Re-key:	TBD	
Subtotal o	\$65,310.01	
тота	AL PROOF OF CLAIM:	\$721,052.70

<sup>\*</sup> M&T reserves its right to amend and/or supplement this Claim at any time to reflect additional attorneys' fees incurred. Further, a portion of the attorneys' fees included herein may constitute an administrative expense amount and nothing set forth herein shall preclude M&T from asserting such amounts as part of an administrative expense claim.

002000/09569 Litigation 671 5748v1

## **EXHIBIT C**

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 22 of 84 Case 08-35653-KRH Doc 7632 Filed 05/24/10 Entered 05/24/10 13:42:30 Desc Main Document Page 1 of 9

Form 210A (10/06)

### UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

<del></del>		
In re:	•	Chapter 11
		Case No. 08-35653
	CIRCUIT CITY STORES, INC., et al.	Jointly Administered
	Debtor.	Hon. Kevin R. Heunnekens, U.S.B.J.

# TRANSFER OF CLAIM OTHER THAN FOR SECURITY PURSUANT TO FED. R. BANKR. P. 3001(e)(2) AND TRANSFEROR'S WAIVER OF NOTICE

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a) by Manufacturers and Traders Trust Company, as Trustee (the "Transferor) and filed on the Claims Register for the above-captioned bankruptcy case. All right, title and interest in and to the claim has been sold and transferred, for other than security, described as follows:

en sold	and transferred, for other than security, described as follows:				
1.	Person or entity to whom the claim has been transferred (the "Transferee"):				
	Name: CC Acquisitions, L.P. Telephone No. (212) 576-4575				
	Address: CC Acquisitions, L.P. Attention: Vivian Dubin c/o NY Life Insurance Company 51 Madison Avenue New York, NY 10010				
2.	Date of Transfer of Claim: April 1, 2010				
3.	Type of Claim: General Unsecured				
4.	Amount of Claim: Not less than \$804,474.43				
5.	Date of Filing Proof of Claim: April 30, 2009				
6.	Claim No.: 12722 (the "Claim")				
7.	Transferor: Manufacturers and Traders Trust Company, as Trustee  c/o Hodgson Russ LLP  Attn: Deborah J. Piazza, Esq.  60 East 42 <sup>nd</sup> Street, 37 <sup>th</sup> Floor  New York, NY 10165				

	Page 23 of 84 Entered 05/24/10 13:42:30 Desc Main age 2 of 9				
8. A true and correct copy of the Proof of Clhereto as Exhibit A.	aim originally filed (without exhibits) is attached				
PLEASE TAKE NOTICE that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.					
Dated: 4/12/10	Dated:				
TRANSFEROR:	TRANSFEREE:				
MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE	CC ACQUISITIONS L.P. By: NYLIFE Real Estate Holdings, LLC, it's General Partner				

Nancy L. George

Vice President

Vivian Dubin

Secretary

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 24 of 84 Case 08-35653-KRH Doc 7632 Filed 05/24/10 Entered 05/24/10 13:42:30 Desc Main Document Page 3 of 9

8. A true and correct copy of the Proof of Claim originally filed (without exhibits) is attached hereto as Exhibit A.

PLEASE TAKE NOTICE that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.

Dated:	Dated: 5(17/2010
TRANSFEROR:	TRANSFEREE:
MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE	CC ACQUISITIONS L.P. By: NYLIFE Real Estate Holdings, LLC, it's General Partner
By:Nancy L. George Vice President	By: //// Vivian Dubin Secretary

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 25 of 84 Case 08-35653-KRH Doc 7632 Filed 05/24/10 Entered 05/24/10 13:42:30 Desc Main Document Page 4 of 9

Date: May 24, 2010

Submitted by:

### MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE

By: /s/ Augustus C. Epps, Jr.
Augustus C. Epps, Jr., Esquire (VSB No. 13254)
Michael D. Mueller, Esquire (VSB No. 38216)
Jennifer M. McLemore, Esquire (VSB No. 47164)
CHRISTIAN & BARTON, LLP
909 E. Main Street, Suite 1200
Richmond, Virginia 23219-3095
(804) 697-4129
(804) 697-6129 (facsimile)

Counsel for Manufacturers and Traders Trust Company, as Trustee

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 26 of 84

Case 08-35653-KRH Doc 7632 Filed 05/24/10 Entered 05/24/10 13:42:30 Desc Main Document Page 5 of 9

# **EXHIBIT A**

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 27 of 84 Case 08-35653-KRH Doc 7632 Filed 05/24/10 Entered 05/24/10 13:42:30 Desc Main Document Page 6 of 9

#12722

UNITED STATES BANKRUPTCY COURT FOR THE EA	ASTERN DISTRICT OF VIRGINIA	PROOF OF CLAIM
		PROOF OF CLAIM
M Circuit City Stores, Inc. (Case No. 08-35653)  C Circuit City Stores West Coast, Inc. (Case No. 08-35654)  I InterTAN, Inc. (Case No. 08-35655)  U Ventoux International, Inc. (Case No. 08-35656)  Circuit City Purchasing Company, LLC (Case No. 08-35657)  CC Aviation, LLC (Case No. 08-35658)	gainst which claim is asserted: (Check only one box below:)  CC Distribution Company of Virginia, Inc. (Case No. 08-35659)  Circuit City Stores PR, LLC (Case No. 08-35660)  Circuit City Properties, LLC (Case No. 08-35661)  Orbyx Electronics, LLC (Case No. 08-35662)  Kinzer Technology, LLC (Case No. 08-35663)  Courchevel, LLC (Case No. 08-35664)	☐ Abbott Advertising, Inc. (Case No. 08-35665) ☐ Mayland MN, LLC (Case No. 08-35666) ☐ Patapsco Designs, Inc. (Case No. 08-35667) ☐ Sky Venture Corporation (Case No. 08-35668) ☐ XSStuff, LLC (Case No. 08-35669) ☐ PRAHS, INC. (Case No. 08-35670)
Name of Creditor (the person or other entity to whom the debte	or owes money or property):	Check this box to indicate that this claim
Manufacturers and Traders Trust Company, as Tru	Stee	amends a previously filed claim.
Name and address where notices should be sent:		Court Claim Number:
c/o Hodgson Russ LLP	·	(If known)
Attn: Deborah J. Plazza, Esq.		Filod on:
60 East 42nd Street, 37th Floor New York, New York 10165	Telephone number: (212) 661-3535	
TOW TOWN TOWN TO TO TOO	(=, ++++++	
Name and address where payment should be sent (if different f	rom above):	Check this box if you are aware that
Manufacturers and Traders Trust Company, as Trust	tee	anyone else has filed a proof of claim
One M&T Plaza	·	relating to your claim. Attach copy of statement giving particulars.
Buffalo, New York 14203		-, -·
	Telephone number: (716) 853-7960	Check this box if you are the debtor or trustee in this case.
1. Amount of Claim as of Date Case Filed: \$ 1	Tables the 6004 AT4 40 (72-4-14-14-14-14-14-14-14-14-14-14-14-14-1	5. Amount of Claim Entitled to Priority
· · · · · · · · · · · · · · · · · · ·	Not less than \$804,474.43 (Refer to annexed Exhibit B)	under 11 U.S.C. § 507(a). If any
	owever, if all of your claim is unsecured, do not complete item 4.	portion of your claim falls in one of the following categories, check the
If all or part of your claim is entitled to priority, complete item	5.	box and state the amount.
Check this box if claim includes interest or other charges	in addition to the principal amount of claim. Attach itemized	Specify the priority of the claim.
statement of interest or charges.	Domestic support obligations under	
2. Basis for Claim: Amounts due under Lease and relation	11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	
(See instruction #2 on reverse side.) (Refer to a	nnexed Exhibits A and C)	☐ Wages, salaries, or commissions (up to
<ol><li>Last four digits of any number by which creditor identifi</li></ol>	es debtor;	\$10,950*) carned within 180 days before filing of the bankruptcy petition
3a. Debtor may have scheduled account as:	<u></u> .	or constion of the debtors business,
(See instruction #3s on reverse side.)	•	whichever is carlier — 11 U.S.C.
4. Secured Claim (See instruction #4 on reverse side.)		§ 507(a)(4).
Check the appropriate box if your claim is accured by a li- information.	on on property or a right of setoff and provide the requested	D Contributions to an employee benefit plan 11 U.S.C. § 507(a)(5).
•		D Up to \$2,425* of deposits toward
Nature of property or right of setoff:   Real Estate Describe:	☐ Motor Vehicle ☐ Other	purchase, lease, or rental of property or
Value of Property: \$ Annual Interest	n	services for personal, family, or
	•	household use — 11 U.S.C. § 507(a)(7)
Amount of arrearage and other charges as of time case		Taxes or penalties owed to governmental units 11 U.S.C.
if any: \$ Basis for perfec	ction:	§ 507(a)(8).
Amount of Secured Claim: \$	Amount Unsecured: \$	O Other - Specify applicable paragraph of
6. Credits: The amount of all payments on this claim has been	credited for the purpose of making this proof of claim.	11 U.S.C. § 507(a)().
<ol><li>Documents: Attach redacted copies of any documents that a</li></ol>	upport the claim, such as promissory notes, purchase orders	Amount entitled to priority:
involces, itemized statements of running accounts, confracts, but	iomenia, mortozoes, and sergetty spreaments. Von may also attach	• s
summary. Attach reducted copies of documents providing evidenments. (See definition of "reducted" on reverse side.)	asse or personion of a security interest. You may also attach a	Amounts are subject to adjustment on
DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DO	4/1/10 and every 3 years thereafter with	
if the documents are not available, please explain:		respect to cases commenced on or after the date of adjustment
Signature: the person filing this claim	must sign it. Sign and print name and title, if any, of the creditor or	
Date: other person authorized to file this claim	and state address and telephone number if different from the notice	FOR COURELEVED
April 29, 2009 address above. Attach copy of power of Manufacturers and Traders Trust	attomoy, if any. Company, as Trustee	
~~ D	· · · · · · · · · · · · · · · · · · ·	'APR 3 0 2009
By:		1 2 11 0 0 2000
Nancy L. George, vice Resident		· i

☐ Date Stamped Copy Returned☐ No self addressed stamped envelope☐ No copy to return



Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 28 of 84 Case 08-35653-KRH Doc 7632 Filed 05/24/10 Entered 05/24/10 13:42:30 Desc Main Document Page 7 of 9

# EXHIBIT A TO PROOF OF CLAIM FILED BY MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE NASHVILLE, TENNESSEE - STORE NO. 3515

Manufacturers and Traders Trust Company, as Trustee ("M&T"), submits this Proof of Claim for claims arising in connection with a certain Lease between Circuit City Stores, Inc., as Tenant, and CCI Trust 1994 - I, dated November 30, 1994 related to the premises located at Nashville, Tennessee, Store No.3515, as more fully-described in the Lease (the "Lease"), which has been assigned to M&T as collateral security in accordance with various related lending and security agreements (the "Claim"). A copy of the Lease is annexed as Exhibit C to this Claim.

On March 3, 2009, the Court entered an Order Pursuant to Bankruptcy Code Sections 105(a), 365(a) and 554 and Bankruptcy Rule 6006 Authorizing Rejection of Certain Unexpired Leases of Nonresidential Real Property and Abandonment of Personal Property (the "Order") [Docket No. 2400], authorizing the Debtors to reject the Lease effective February 23, 2009.

On March 26, 2009, the Court entered the Stipulation and Order [Docket No. 2762], providing that all rejection damage claims with respect to leases rejected pursuant either to an order of this Court entered on or after March 1, 2009 and prior to April 1, 2009, authorizing the rejection of one or more unexpired leases of nonresidential real property or to a notice given prior to April 1, 2009, pursuant to the Court's February 19, 2009 Order shall be deemed timely filed if filed on or before April 30, 2009, regardless of whether or not April 30, 2009 is more than thirty days after the applicable notice is given.

Pursuant to sections 502(a) and 502(b)(6) of the Bankruptcy Code, M&T has an aggregate claim in an amount not less than \$804,474.43 against the Debtors which represents: (1) rejection damages in the amount of \$641,997.67; (2) prepetition claims in the present amount of \$94,472.50; and (3) actual damages under the lease in the present amount of \$68,004.26. A detailed analysis and calculation of the Claim is annexed as Exhibit B.

M&T reserves the right to amend and/or supplement this Claim at any time and in any manner and/or to file additional proofs of claim for any additional amounts and/or claims that may be based on information not yet known, or the same or additional documents or grounds of liability, including, but not limited to, additional administrative expenses arising after the petition date.

ase 98 35653-KRH - Doc 12056-1 - Filed 06/21/12 - Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 29 of 84 Case 08-35653-KRH Doc 7632 Filed 05/24/10 Entered 05/24/10 13:42:30 Desc Mair Document Page 8 of 9

This Claim is filed to protect M&T from forfeiture of any claim it may have. Filing of this Claim is not (a) a waiver or release of M&T's rights, claims or defenses against any person, entity or property; (b) a waiver or release of M&T's right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) a consent by M&T to the jurisdiction of this Court for any purpose other than with respect to this Claim; (d) an election of remedy; (e) a waiver or release of any rights which M&T may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving M&T, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 30 of 84 Case 08-35653-KRH Doc 7632 Filed 05/24/10 Entered 05/24/10 13:42:30 Desc Main Document Page 9 of 9

# EXHIBIT B TO PROOF OF CLAIM FILED BY MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE NASHVILLE, TENNESSEE (STORE NO. 3515)

### Claim Analysis and Calculation

Lease between Circuit City Stores, Inc. and CCI Trust 1994-I, dated Nov. 30, 1994 Store No. 3515 - Nashville, Tennessee - 7669 Highway 70 South 37221

Claim for Paigation Damages under 11 H C C 5	00/11/61	T
Claim for Rejection Damages under 11 U.S.C. 5 Total rent reserved through end of term (110 months):		4
Fifteen percent of total rent reserved (above):	\$4,279,984.47	_
Rent reserved for one year from Petition Date:	641,997.67	
	466,907.40	
Subtotal of Rejection Damages C	laim (greater of the two):	\$641,997.67
Prepetition Claim		
Prepetition Rent Outstanding (10/1/08 - 11/9/08):	\$40,134.80	
Prepetition Taxes Outstanding:	54,337.70	]
Prepetition Common Area Maintenance Outstanding:	To be determined ("TBD")	1
Subte	otal of Prepetition Claim:	\$94,472.50
Damages Under Lease		37.3,1.2.00
Trustee Fees:	\$3,943.73	
Trustee's Attorneys Fees*:	10,703.25	
Local Trustee's Attorneys Fees*:	19,081.79	
Special Trustee's Attorneys Fees*:	2,832.42	
Insurance:	20,293,07	
Broker Opinions	4,750.00	
Environmentals:	6,400.00	
Appraisal Fee:	TBD	
Landlord's Legal Costs:	TBD	
HVAC Repair:	TBD	
Inspection Fees:	TBD	
HVAC Inspection:	TBD	
Sign Removal:	TBD	
Re-key:	TBD	
Subtotal o	\$68,004.26	
TOTA	\$804,474.43	

<sup>\*</sup> M&T reserves its right to amend and/or supplement this Claim at any time to reflect additional attorneys' fees incurred. Further, a portion of the attorneys' fees included herein may constitute an administrative expense amount and nothing set forth herein shall preclude M&T from asserting such amounts as part of an administrative expense claim.

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 31 of 84

### **EXHIBIT D**

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 32 of 84 Case 08-35653-KRH Doc 7631 Filed 05/24/10 Fntered 05/24/10 13:37:36 Desc Main

Document Page 1 of 9

Form 210A (10/06)

### UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

In re:

Chapter 11

Case No. 08-35653

CIRCUIT CITY STORES, INC., et al.

Jointly Administered

Debtor.

Hon. Kevin R. Heunnekens, U.S.B.J.

# TRANSFER OF CLAIM OTHER THAN FOR SECURITY PURSUANT TO FED. R. BANKR. P. 3001(e)(2) AND TRANSFEROR'S WAIVER OF NOTICE

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a) by Manufacturers and Traders Trust Company, as Trustee (the "Transferor) and filed on the Claims Register for the above-captioned bankruptcy case. All right, title and interest in and to the claim has been sold and transferred, for other than security, described as follows:

en soi	a and transferr	ea, ior other than secu	rity, described as foll	ows:		
1.	. Person or entity to whom the claim has been transferred (the "Transferee"					
	Name: CC	Acquisitions, L.P.	Telephone No. (2	212) 576-4575		
	Address:	CC Acquisitions, L.I Attention: Vivian Du c/o NY Life Insurand 51 Madison Avenue New York, NY 1001	abin ce Company			
2.	Date of Tran	sfer of Claim: April	1, 2010	.•		
3.	Type of Clai	m: General Unsecure	<u> </u>			
4.	Amount of C	Claim: Not less than \$	974,171.44			
5.	Date of Filin	g Proof of Claim: Ap	ril 30, 2009			
	G1 1 37 '					

6. Claim No.: <u>12725 (the "Claim")</u>

7. Transferor: Manufacturers and Traders Trust Company, as Trustee

c/o Hodgson Russ LLP
Attn: Deborah J. Piazza, Esq.
60 East 42<sup>nd</sup> Street, 37<sup>th</sup> Floor
New York, NY 10165

:ase 08-35653-KRH	Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:	14 Desc
	Exhibit(s) A through K Page 33 of 84	
Case 08-35653-KRH	Doc 7631 Filed 05/24/10 Entered 05/24/10 13:37:36	Desc Main
	Document Page 2 of 0	

8. A true and correct copy of the Proof of Claim originally filed (without exhibits) is attached hereto as Exhibit A.

PLEASE TAKE NOTICE that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.

(	Case 08-35653-KRH I	Doc 12056-1 Fil				2 16:22:14	Desc
	Case 08-35653-KRH	Exhibit(s) A thro	ougn K F 05/24/10	age 34 o Entered	t 84 05/24/10 13:	37:36 De	sc Mair
	•	Docum	ent Pag	e 3 of 9			
٧.							
•							
	8. A true and hereto as <u>Exhibit A</u> .	l correct copy of the P	roof of Clair	n originally	filed (without	exhibits) is a	ttached
•	PLEASE notice or hearing requires of the Claim as set forth a of the Claim.		d. R. Bankr.	P. 3001 and the	l hereby stipula at the Transfer	ates that the tree is the valid	ansfer
÷	Dated:	•		Dated:	5/17/2010		
	TRANSFEROR:	* .		TRANSFI	REE:		
	MANUFACTURERS AT				USITIONS L.E		
	TRUST COMPANY, AS	TRUSTEE		By: NYLI it's Genera	FE Real Estate Il Partner	Holdings, Ll	LC,

Vivian Dubin Secretary

Nancy L. George Vice President

By:

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 35 of 84
Case 08-35653-KRH Doc 7631 Filed 05/24/10 Entered 05/24/10 13:37:36 Desc Main Document Page 4 of 9

Date: May 24, 2010

Submitted by:

### MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE

By: /s/ Augustus C. Epps, Jr.
Augustus C. Epps, Jr., Esquire (VSB No. 13254)
Michael D. Mueller, Esquire (VSB No. 38216)
Jennifer M. McLemore, Esquire (VSB No. 47164)
CHRISTIAN & BARTON, LLP
909 E. Main Street, Suite 1200
Richmond, Virginia 23219-3095

(804) 697-4129

(804) 697-6129 (facsimile)

Counsel for Manufacturers and Traders Trust Company, as Trustee

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 36 of 84 Case 08-35653-KRH Doc 7631 Filed 05/24/10 Entered 05/24/10 13:37:36 Desc Main Document Page 5 of 9

# **EXHIBIT A**

Case 08-35653-KRH

Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 37 of 84 Doc 7631 Filed 05/24/10 Entered 05/24/10 13:37:36 Desc Main Document Page 6 of 9 Case 08-35653-KRH

#12725

10 10 (AMIda) Pares 10 (47 (AM	
B 10 (Official Form 10) (1277)  UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA	PROOF OF CLAIM
Debtor against which claim is asserted: (Check only one box below:)  If Circuit City Stores, Inc. (Case No. 08-35653)  Circuit City Stores West Coast, Inc. (Case No. 08-35654)  InterTAN, Inc. (Case No. 08-35655)  Ventous International, Inc. (Case No. 08-35656)  Orbyx Electronics, LLC (Case No. 08-35662)  Circuit City Prochaing Company, LLC (Case No. 08-35653)  Kinzer Technology, LLC (Case No. 08-35653)	Abbott Advertising, Inc. (Case No. 08-35665)  Mayland MN, LLC (Case No. 08-35666)  Patapson Designs, Inc. (Case No. 08-35667)  Sky Venture Corporation (Case No. 08-35668)  XSSuff, LLC (Case No. 08-35669)  PRAHS, INC. (Case No. 08-35670)
Name of Creditor (the person or other entity to whom the debtor owes money or property):  Manufacturers and Traders Trust Company, as Trustee  Name and address whom notices should be sent:  C/O Hodgson Russ LLP  Aftn: Deborah J. Piazza, Esq.  60 East 42nd Street, 37th Floor  New York, New York 10185  Telephose number: (212) 661-3535	Check this box to indicate that this claim amends a previously filed claim.  Court Claim Number:  (If known)  Filed on:
Name and address where payment should be sent (if different from above):  Manufacturers and Traders Trust Company, as Trustee One M&T Plaza  Buffalo, New York 14203  Telephone number: (7.16) 853-7980	Check this box if you are aware that anyone cise has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.  Check this box if you are the debtor or trustee in this case.
1. Amount of Claim as of Date Case Filed:  \$ Not less than \$974.171.44 (Refer to armexed Exhibit B)  If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unaccured, do not complete item 4.  If all or part of your claim is entitled to priority, complete item 5.  Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attack itemized statement of interest or charges.	5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.  Specify the priority of the plaim.
2. Basis for Claims: Amounts due under Lease and related agreements - Store No. 3137 - Maplewood, MN (See instruction #2 on reverse side.)  (Refer to annexed Exhibits A and C)  3. Last four digits of any number by which creditor identifies debtor:  3a. Debtor may have scheduled account as: (See instruction #3s on reverse side.)	□ Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). □ Wages, salaries, or commissions (up to \$10,950°) carned within 180 days before filing of the bankruptry polition or cassation of the debtors business, whitchever is earlier — 11 U.S.C. § 507(a)(4).
4. Secured Claim (See instruction #4 on reverse side.)  Check the appropriate box if your claim is secured by a lien on property or a right of actoff and provide the requested information.  Nature of property or right of actoff:   Real Estate  Motor Vehicle  Other Describe:  Value of Property: \$ Annual Interest Rate%  Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ Basis for perfection:  Amount of Secured Claim: \$ Amount Unsecured: \$	Contributions to an employee bounfit plan — 11 U.S.C. § 507(a)(5).  Up to \$2,425° of doposits toward purchase, lease, or rental of property or services for personal, family, or household use — 11 U.S.C. § 507(a)(7).  Taxes or penalties owed to governmental units — 11 U.S.C. § 507(a)(8).  Other - Specify applicable paragraph of
:6. Credits: The amount of all psyments on this claim has been credited for the purpose of making this proof of claim. ;7. Documents: Attach reducted copies of any documents that support the claim, such as promisory notes, perchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attack a summary. Attach reducted copies of documents providing evidence of perfection of a security interest. You may also attack a summary. (See definition of "reducted" on reverse side.) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:	Amount outiled to priority:  S  *Amounts are subject to adjustment on 41/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment
Date: April 29, 2009  Signature: the person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.  Manufacturers and Tradges Trust Company, as Trustee  By: Nancy L. George, Vice President, Corporate Trust Department  Penalty for presenting frauctulent claim: Fine of up to \$300,000 or imprisonment for up to 5 years, or both. 18 U	POR COURECEIVED  APR 8 0 2009  KURIZMAN CARSON CONSULTANTS

Date Stamped Copy Returned
☐ No self addressed stamped envelope
☐ No copy to return



Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc

Exhibit(s) A through K Page 38 of 84

Case 08-35653-KRH Doc 7631 Filed 05/24/10 Entered 05/24/10 13:37:36 Desc Main

Document Page 7 of 9

## EXHIBIT A TO PROOF OF CLAIM FILED BY MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE MAPLEWOOD, MINNESOTA - STORE NO. 3137

Manufacturers and Traders Trust Company, as Trustee ("M&T"), submits this Proof of Claim for claims arising in connection with a certain Lease between Circuit City Stores, Inc., as Tenant, and CCI Trust 1994-1, as Landlord, dated November 30, 1994 related to the premises located at Maplewood, Minnesota, Store No. 3137, as more fully-described in the Lease (the "Lease"), which has been assigned to M&T as collateral security in accordance with various related lending and security agreements (the "Claim"). A copy of the Lease is annexed as Exhibit C to this Claim.

On February 19, 2009, the Court entered an Order Under Bankruptcy Code Sections 105, 363 and 365 (I) Approving Bidding and Auction Procedures For Sale of Unexpired Nonresidential Real Property Leases, (II) Setting Sale Hearing Dates, And (III) Authorizing and Approving (A) Sale of Certain Nonresidential Real Property Leases Free And Clear Of All Interest, (B) Assumption And Assignment of Certain Unexpired Nonresidential Real Property Leases and (C) Lease Rejection Procedures (the "Order"), authorizing the Debtors to reject certain unexpired real property leases upon notice to the lessor. On March 4, 2009, the Debtors filed the Notice of Rejection of Unexpired Lease and Abandonment of Personal Property [Docket No. 2419], rejecting the Lease effective as of March 11, 2009.

On March 26, 2009, the Court entered the Stipulation and Order [Docket No. 2762], providing that all rejection damage claims with respect to leases rejected pursuant either to an order of this Court entered on or after March 1, 2009 and prior to April 1, 2009, authorizing the rejection of one or more unexpired leases of nonresidential real property or to a notice given prior to April 1, 2009, pursuant to the Court's February 19, 2009 Order, shall be deemed timely filed if filed on or before April 30, 2009, regardless of whether or not April 30, 2009 is more than thirty days after the applicable notice is given.

Pursuant to sections 502(a) and 502(b)(6) of the Bankruptcy Code, M&T has an aggregate claim in an amount not less than \$974,171.44 against the Debtors which represents: (1) rejection damages in the amount of \$738,299.62; (2) prepetition claims in the present amount of \$167,354.16; and (3) actual damages under the lease in the present amount of \$68,517.66. A detailed analysis and calculation of the Claim is annexed as Exhibit B.

M&T reserves the right to amend and/or supplement this Claim at any time and in any manner and/or to file additional proofs of claim for any additional amounts and/or claims that may be based on information not yet known, or the same or additional documents or grounds of liability, including, but not limited to, additional administrative expenses arising after the petition date.

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 39 of 84 Case 08-35653-KRH Doc 7631 Filed 05/24/10 Entered 05/24/10 13:37:36 Desc Main Document Page 8 of 9

This Claim is filed to protect M&T from forfeiture of any claim it may have. Filing of this Claim is not (a) a waiver or release of M&T's rights, claims or defenses against any person, entity or property; (b) a waiver or release of M&T's right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) a consent by M&T to the jurisdiction of this Court for any purpose other than with respect to this Claim; (d) an election of remedy; (e) a waiver or release of any rights which M&T may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving M&T, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.

002000/09569 Litigation 6715695v1

# EXHIBIT B TO PROOF OF CLAIM FILED BY MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE MAPLEWOOD, MN (STORE NO. 3137)

### Claim Analysis and Calculation

Lease between Circuit City Stores, Inc. and CCI Trust 1994-I, dated Nov. 30, 1994 Store No. 3137 - Maplewood, Minnesota - 1940 E. County Road D 55109

Claim for Rejection Damages under 11 U.S.C. 5	02(b)(6)	
Total rent reserved through end of term (110 months):	\$4,921,997.50	
Fifteen percent of total rent reserved (above):	738,299.62	
Rent reserved for one year from Petition Date:	536,945.18	
Subtotal of Rejection Damages C	laim (greater of the two):	\$738,299.62
Prepetition Claim		
Prepetition Rent Outstanding (10/1/08 - 11/9/08):	\$38,485.42	
Prepetition Taxes Outstanding:	128,868,74	
Prepetition Common Area Maintenance Outstanding:	To be determined ("TBD")	
Subto	otal of Prepetition Claim:	\$167,354.16
Damages Under Lease		
Trustee Fees:	\$3,943.73	
Trustee's Attorneys Fees*:	10,703.25	
Local Trustee's Attorneys Fees*:	19.081.79	
Special Trustee's Attorneys Fees*:	4,177.50	
Insurance:	19,461.39	
Broker Opinions:	4,750.00	
Environmentals:	6,400.00	
Appraisal Fee:	TBD	
Landlord's Legal Costs:	TBD	•
HVAC Repair:	TBD	
Inspection Fees:	TBD	
HVAC Inspection:	TBD	
Sign Removal:	TBD	•
Re-key:	TBD	
Subtotal o	f Damages Under Lease:	\$68,517.66
TOTA	L PROOF OF CLAIM:	\$974,171.44

<sup>\*</sup> M&T reserves its right to amend and/or supplement this Claim at any time to reflect additional attorneys' fees incurred. Further, a portion of the attorneys' fees included herein may constitute an administrative expense amount and nothing set forth herein shall preclude M&T from asserting such amounts as part of an administrative expense claim.

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 41 of 84

## **EXHIBIT E**

## Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 42 of 84

B 10 (Official Form 10) (12/07)	AMENDED
UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA	PROOF OF CLAIM
Debtor against which claim is asserted: (Check only one box below:)	
M Circuit City Stores, Inc. (Case No. 08-35653)  CC Distribution Company of Virginia, Inc. (Case No. 08-35659)  Circuit City Stores West Coast, Inc. (Case No. 08-35654)  Circuit City Stores PR, LLC (Case No. 08-35660)	[] Abbott Advertising, Inc. (Case No. 08-35665)
☐ Circuit City Stores West Coast, Inc. (Case No. 08-35654) ☐ InterTAN, Inc. (Case No. 08-35655) ☐ Circuit City Stores PR, LLC (Case No. 08-35660) ☐ Circuit City Properties, LLC (Case No. 08-35661)	Mayland MN, LLC (Case No. 08-35666)
U Ventoux International, Inc. (Case No. 08-35656)  Orbyx Electronics, LLC (Case No. 08-35662)	☐ Patapseo Designs, Inc. (Case No. 08-35667)
☐ Circuit City Purchasing Company, LLC (Case No. 08-35657) ☐ Kinzer Technology, LLC (Case No. 08-35663)	☐ Sky Venture Corporation (Case No. 08-35668) ☐ XSStuff, LLC (Case No. 08-35669)
CC Aviation, LLC (Case No. 08-35658)	FI OD LIED FLOOR IN
NOTE: This form should not be used to make a claim for administrative expenses crasing after the commencement of the case. A resume the commencement of the case.	equest for payment of an administrative expense
may be filed pursuant to 11 U.S.C. § 503(a).  Name of Creditor (the person or other entity to whom the debtor owes money or property):	⊠ Check this box to indicate that this claim
CC Aquisitions, L.P.	amends a previously filed claim.
Name and address where notices should be sent:	
c/o Hodgson Russ LLP	Court Claim Number: 8170 (If known)
Attn: Deborah J. Piazza, Esq.	Filed on: 1/29/2009
60 East 42nd Street, 37th Floor	1 1100 VII. 1723/2003
New York, New York 10165 Tclcphonc number: (212) 661-3535	
Name and address where payment should be sent (if different from above):	☐ Check this box if you are aware that
CC Acquisitions, L.P.	anyone else has filed a proof of claim
c/o NYLIFE Real Estate Holdings, LLC, General Partner Attn: Vivian Dubin, Associate General Counsel	relating to your claim. Attach copy of statement giving particulars.
. MA AA-31 A	1
New York, New York 10010	<ul> <li>Check this box if you are the debtor or trustee in this case.</li> </ul>
	5 Amount of Claim Fratish Land 1
1. Amount of Claim as of Date Case Filed: \$\ \text{Not less than \$933,748.17} \text{ (Refer to annexed Exhibit B)}	5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any
If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.	portion of your claim falls in one of
If all or part of your claim is entitled to priority, complete item 5.	the following categories, check the box and state the amount.
Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized	Specify the priority of the claim.
statement of interest or charges.	
2. Basis for Claim: Amounts due under Lease and related agreements - Store No. 6619 (formerly No. 3519)	U Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).
(See instruction #2 on reverse side.) located at Humble, TX (Refer to annexed Exhibits A and C)	□ Wages, salaries, or commissions (up to
3. Last four digits of any number by which creditor identifies debtor:	S10,950*) carned within 180 days
3a. Debtor may have scheduled account as:	before filing of the bankruptcy petition
(See instruction #3a on reverse side.)	or cessation of the debtors business, whichever is earlier — 11 U.S.C.
4. Secured Claim (See instruction #4 on reverse side.)	§ 507(a)(4).
Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested	Contributions to an employee benefit
information.	plan 11 U.S.C. § 507(a)(5).
Nature of property or right of setoff:   Real Estate   Motor Vehicle   Other	C Up to \$2,425* of deposits toward
Describe:	purchase, lease, or rental of property or services for personal, family, or
Value of Property: \$ Annual Interest Rate%	household use — 11 U.S.C. § 507(a)(7).
Amount of arrearage and other charges as of time case filed included in secured claim,	C Taxes or penalties owed to
	governmental units — 11 U.S.C.
*	§ 507(a)(8).
Amount of Secured Claim: \$ Amount Unsecured: \$	U Other - Specify applicable paragraph of
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.	11 U.S.C. § 507(a)().
7. Documents: Attach reducted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or any documents that support the claim, such as promissory notes, purchase orders,	Amount entitled to priority:
invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a	s
summary. (See definition of "reducted" on reverse side.)	*Amounts are subject to adjustment on
DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.	4/1/10 and every 3 years thereafter with
If the documents are not available, please explain:	respect to cases commenced on or after
Signature: the person filing this claim must sign it. Sign and print name and title if any of the artists	the date of adjustment
Date: Other person authorized to file this claim and state address and telephone number if different from the notice	FOR COURT USE ONLY
hily 10 2009 lattices above. Attach copy of power of attorney, if any.	1
NYLIFE Real Estate Holdings, LLC, General Partner of CC Acquisitions, L.P.	
By: Ward L Newsey	1
Vivian Dubin, Associate General Counset Secretary	1
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years or both 183	100 00160 1067

#### B 10 (Official Form 10) (12/07)- Cont.

#### INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.

Items to be completed in Proof of Claim form

### Court, Name of Debtor, and Case Number:

Fill in the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the bankruptcy debtor's name, and the bankruptcy case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is located at the top of the notice.

#### Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

#### 1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

#### 2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card.

Last Four Digits of Any Number by Which Creditor Identifies Debtor: State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

### 3a. Debtor May Have Scheduled Account As:

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

#### 4. Secured Claim.

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien

documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

# 5. Amount of Claim Entitled to Priority Under 11 U.S.C. §§ 507(a). If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

#### 6. Credits:

An authorized signature on this proof of claim serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

#### 7. Documents:

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). Do not send original documents, as attachments may be destroyed after scanning.

#### Date and Signature:

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

#### DEFINITIONS

#### Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

#### Credito

A creditor is the person, corporation, or other entity owed a debt by the debtor on the date of the bankruptcy filing.

#### Claim

A claim is the creditor's right to receive payment on a debt that was owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101(5): A claim may be secured or unsecured.

#### Proof of Claim

A proof of claim form is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

### Secured Claim Under 11 U.S.C. § 506(a)

A secured claim is one backed by a lieu on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on proporty include a mortgage on real estate or a security interest in a car.

A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

#### Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. §§ 507(a) Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

#### Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's taxidentification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

### Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

### INFORMATION

Acknowledgement of Filing a Claim
To receive acknowledgment of your filing, you may
either enclose a stamped self-addressed envelope and a
copy of this proof of claim or to view your filed proof of
claim you may access the court's PACER system
(www.pacer.psc.uscourts.gov) for a small fee to view
your filed proof of claim.

#### Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.), and any applicable orders of the bankruptcy court

# EXHIBIT A TO AMENDED PROOF OF CLAIM FILED BY CC ACQUISITIONS, L.P. HUMBLE, TEXAS (STORE NO. 6619)

CC Acquisitions, L.P. ("CCA"), submits this Amended Proof of Claim for claims arising in connection with a certain Lease between Circuit City Stores, Inc., as Tenant, and CCI Trust 1994 - I, as Landlord, dated November 9, 1994 related to the premises located at Humble, Texas, Store No. 6619 (formerly No. 3519) as more fully-described in the Lease (the "Lease"), which has been assigned to CCA as collateral security in accordance with various related lending and security agreements (the "Claim"). A copy of the Lease is annexed as Exhibit C to this Claim.

On November 10, 2008, the Debtors filed a Motion for an Order Pursuant to 11 U.S.C. Sections 105(a), 365(a), and 554 and Fed. R. Bankr. P. 6006 Authorizing Rejection of Unexpired Leases of Nonresidential Real Property and Abandonment of Personal Property Effective as of the Petition Date (the "Motion"). The Court entered an Order granting the Motion on the same day and the subject Lease was rejected effective as of November 10, 2008.

Pursuant to sections 502(a) and 502(b)(6) of the Bankruptcy Code, CCA has an aggregate claim in an amount not less than \$933,748.17 against the Debtors which represents: (1) rejection damages in the amount of \$499,048.93; (2) prepetition claims in the present amount of \$48,338.13; and (3) actual damages under the lease in the present amount of \$386,361.11. A detailed analysis and calculation of the Claim is annexed as Exhibit B.

CCA reserves the right to further amend and/or supplement this Claim at any time and in any manner and/or to file additional proofs of claim for any additional claims that may be based on information not yet known, or the same or additional documents or grounds of liability, including, but not limited to, additional administrative expenses arising after the petition date.

This Claim is filed to protect CCA from forfeiture of any claim it may have. Filing of this Claim is not (a) a waiver or release of CCA's rights, claims or defenses against any person, entity or property; (b) a waiver or release of CCA's right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) a consent by CCA to the jurisdiction of this Court for any purpose other than with respect to this Claim; (d) an election of remedy; (e) a waiver or release of any rights which CCA may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving CCA, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.

# EXHIBIT B TO AMENDED PROOF OF CLAIM FILED BY CC ACQUISITIONS, L.P. HUMBLE, TEXAS (STORE NO. 6619)

### **Amended Claim Analysis and Calculation**

Lease between Circuit City Stores, Inc. and CCI Trust 1994 - I dated November 9, 1994 Store No. 6619 (formerly 3519) - Humble, TX - 20465 Highway 59 77338

Claim for Rejection Damages under 11 U.S.C. 5	602(b)(6)	
Total rent reserved through end of term (110 months)	\$3,326,992.90	
Fifteen percent of total rent reserved (above):	499,048.93	
Rent reserved for one year from Petition Date:	362,944.68	
Subtotal of Rejection Damages C	Claim (greater of the two):	\$499,048.93
Prepetition Claim		4.55,010.55
Prepetition Rent Outstanding (10/1/08 - 11/9/08):	\$31,338.13	
Prepetition Late Charges:	To be determined ("TBD")	
Prepetition Common Area Maintenance Outstanding:	TBD	
Prepetition Taxes Outstanding:	17,000.00	
Subto	otal of Prepetition Claim:	\$48,338.13
Damages Under Lease		\$ 10,000.15
Property Damage:	\$282,000.00	
Trustee Fees:	3,436.35	
Trustee's Attorneys Fees¹:	10,424.76	
Landlord's Legal Costs:	20,000.00	
Broker's Opinion:	6,500.00	
Environmentals:	5,500.00	
HVAC Repair:	50,000.00	
Interior Clean-Up:	3,000.00	
Inspection Fees:	1,500.00	
HVAC Inspection:	1,000.00	
Sign Removal:	2,000.00	
Re-key:	1,000.00	
Subtotal o	f Damages Under Lease:	\$386,361.11
	ED PROOF OF CLAIM:	\$933,748.17

<sup>&</sup>lt;sup>1</sup> The amount for attorneys' fees includes estimated time. CC Acquisitions, L.P. reserves the right to further amend and/or supplement this Claim at any time to reflect additional attorneys' fees incurred.

# EXHIBIT C TO AMENDED PROOF OF CLAIM FILED BY CC ACQUISITIONS, L.P. HUMBLE, TEXAS (STORE NO. 6619)

**LEASE** 

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 47 of 84

### **EXHIBIT F**

B 10 (Official Form 10) (12/07)		AMENDED
UNITED STATES BANKRUPTCY COURT FOR THE E	ASTERN DISTRICT OF VIRGINIA	PROOF OF CLAIM
	gainst which claim is asserted: (Check only one box below:)	
Circuit City Stores, Inc. (Case No. 08-35653)	CC Distribution Company of Virginia, Inc. (Case No. 08-35659)	☐ Abbott Advertising, Inc. (Case No. 08-35665)
☐ Circuit City Stores West Coast, Inc. (Case No. 08-35654)	☐ Circuit City Stores PR, LLC (Case No. 08-35660)	☐ Mayland MN, LLC (Case No. 08-35666)
☐ InterTAN, Inc. (Case No. 08-35655)	Circuit City Properties, LLC (Case No. 08-35661)	☐ Patapsco Designs, Inc. (Case No. 08-35667)
☐ Ventoux International, Inc. (Case No. 08-35656)	☐ Orbyx Electronics, LLC (Case No. 08-35662)	☐ Sky Venture Corporation (Case No. 08-35668)
☐ Circuit City Purchasing Company, LLC (Case No. 08-35657)	☐ Kinzer Technology, LLC (Case No. 08-35663)	<ul> <li>XSStuff, LLC (Case No. 08-35669)</li> </ul>
CC Aviation, LLC (Case No. 08-35658)	Courchevel, LLC (Case No. 08-35664)	☐ PRAHS, INC. (Case No. 08-35670)
NOTE: This form should not be used to make a claim for adm	mistrative expenses arising after the commencement of the ease. A r may be filed pursuant to 11 U.S.C. § 505(a).	equest for payment of an administrative expense
Name of Creditor (the person or other entity to whom the debt	or owes money or property):	Check this box to indicate that this claim
CC Acquisitions, L.P.	7	amends a previously filed claim.
Name and address where notices should be sent:	A CONTRACTOR OF THE CONTRACTOR	Court Claim Number: 8626
c/o Hodgson Russ LLP		
• • • • • • • • • • • • • • • • • • • •		1 1 1 1 1 1 1
Attn: Deborah J. Piazza, Esq.		Filed on: 1/29/2009
60 East 42nd Street, 37th Floor	Telephone number: (212) 661-3535	
New York, New York 10165	(2.2) 00. 000	
Name and address where payment should be sent (if different f	rom shove)	Check this best if you are sent at a
CC Acquisitions, L.P.	ioni acovej.	<ul> <li>Check this box if you are aware that anyone else has filed a proof of claim</li> </ul>
c/o NYLIFE Real Estate Holdings, LLC, General Part	nor.	relating to your claim. Attach copy of
Attn: Vivian Dubin, Associate General Counsel		statement giving particulars.
51 Madison Avenue	Telephone number: (212) 576-4575	☐ Check this box if you are the debtor or
New York, New York 10010	relephone number: (212) 515-4575	trustee in this case.
140W 101K, 140W 101K 10010	•	5. Amount of Claim Entitled to Priority
1. Amount of Claim as of Date Case Filed: \$_1	Not less than \$715,734.85 (Refer to annexed Exhibit B)	under 11 U.S.C. § 507(a). If any
If all or part of your claim is secured, complete item 4 below; h	owever, if all of your claim is unsecured, do not complete item 4.	portion of your claim falls in one of
If all or part of your claim is entitled to priority, complete item		the following categories, check the
	v · · ·	box and state the amount.
Check this box if claim includes interest or other charges	in addition to the principal amount of claim. Attach itemized	Specify the priority of the claim.
statement of interest or charges.		O Domestic support obligations under
2. Basis for Claim: Amounts due under Lease and relat	ed agreements - Store No. 6324 (formerly Store No. 3314)	11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).
(See instruction #2 on reverse side.) (Refer to a	nnexed Exhibits A and C) Porfland, OR	Wages, salaries, or commissions (up to
3. Last four digits of any number by which creditor identifi-	es debtor:	S10,950*) earned within 180 days before filing of the bankruptcy petition
3a. Debtor may have scheduled account as:		or cessation of the debtors business,
(See instruction #3a on reverse side.)		whichever is earlier — 11 U.S.C.
4. Secured Claim (See instruction #4 on reverse side.)		§ 507(a)(4).
Check the appropriate box if your claim is secured by a lie	m on property or a right of setoff and provide the requested	Contributions to an employee benefit
information.	and brokens, or a reduce or octors and brokens and reducesor	plan — 11 U.S.C. § 507(a)(5).
Nature of property or right of setoff:	Motor Vehicle     Other	□ Up to \$2,425* of deposits toward
Describe:	is Motor venicle () Other	purchase, lease, or rental of property or
Witness Community Co.	N	services for personal, family, or household use — 11 U.S.C. § 507(a)(7).
Value of Property: \$ Annual Interest I	Cate%	1
Amount of arrearage and other charges as of time case	filed included in secured claim,	☐ Taxes or penalties owed to governmental units — 11 U.S.C.
if any: \$ Basis for perfec	tion:	§ 507(a)(8).
· · · · · · · · · · · · · · · · · · ·		Other - Specify applicable paragraph of
Amount of Secured Claim: \$	Amount Unsecured: \$	11 U.S.C. § 507(a).
6. Credits: The amount of all payments on this claim has been		Amount entitled to priority:
7. Documents: Attach redacted copies of any documents that su	apport the claim, such as promissory notes, purchase orders,	
summary. Attach redacted copies of documents providing evide	gments, mortgages, and security agreements. You may also attach a	\$
summary. (See definition of "redacted" on reverse side.)	or personnel of a newarity minimum a continue and a new annual a	*Amounts are subject to adjustment on
DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DO	OUR SENTERALLY DE DECTROVED AFTER COANDING	4/1/10 and every 3 years thereafter with
If the documents are not available, please explain:	COMENTS MAT BE DESTROTED AFTER SCAMMING.	respect to cases commenced on or after
		the date of adjustment
	nust sign it. Sign and print name and title, if any, of the creditor or and state address and telephone number if different from the notice	FOR CORPUSED DEP
Inddress shows Attach seem of seems of	and state address and telephone number is different from the notice attorney, if any.	INCULIACE
July 10, 2009 NYLIFE Real Estate Holdings, LL	Greneral Partner of CC Acquisitions, L.P.	
1/upp.	West in	JUL 23 2009
By: MUCH 2	Ullet (	

Vivian Dubin, Accociate General Sounce! Socre for y

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.



### EXHIBIT A TO PROOF OF CLAIM FILED BY CC ACQUISITIONS, L.P. PORTLAND (SALEM), OREGON (STORE NO. 6324)

CC Acquisitions, L.P. ("CCA"), submits this Amended Proof of Claim for claims arising in connection with a certain Lease between Circuit City Stores, Inc., as Tenant, and CCI Trust 1994 - I, as Landlord, dated November 9, 1994 related to the premises located at Portland (Salem), Oregon, Store No. 6324 (formerly Store No. 3314), as more fully-described in the Lease (the "Lease"), which has been assigned to CCA as collateral security in accordance with various related lending and security agreements (the "Claim"). A copy of the Lease is annexed as Exhibit C to this Claim.

On November 10, 2008, the Debtors filed a Motion for an Order Pursuant to 11 U.S.C. Sections 105(a), 365(a), and 554 and Fed. R. Bankr. P. 6006 Authorizing Rejection of Unexpired Leases of Nonresidential Real Property and Abandonment of Personal Property Effective as of the Petition Date (the "Motion"). The Court entered an Order granting the Motion on the same day and the subject Lease was rejected effective as of November 10, 2008.

Pursuant to sections 502(a) and 502(b)(6) of the Bankruptcy Code, CCA has an aggregate claim in an amount not less than \$715,734.85 against the Debtors which represents: (1) rejection damages in the amount of \$567,238.32 (2) prepetition claims in the present amount of \$72,485.42; and (3) actual damages under the lease in the present amount of \$76,011.11. A detailed analysis and calculation of the Claim is annexed as Exhibit B.

CCA reserves the right to further amend and/or supplement this Claim at any time and in any manner and/or to file additional proofs of claim for any additional claims that may be based on information not yet known, or the same or additional documents or grounds of liability, including, but not limited to, additional administrative expenses arising after the petition date.

This Claim is filed to protect CCA from forfeiture of any claim it may have. Filing of this Claim is not (a) a waiver or release of CCA's rights, claims or defenses against any person, entity or property; (b) a waiver or release of CCA's right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) a consent by CCA to the jurisdiction of this Court for any purpose other than with respect to this Claim; (d) an election of remedy; (e) a waiver or release of any rights which CCA may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving CCA, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.

# EXHIBIT B TO AMENDED PROOF OF CLAIM FILED BY CC ACQUISITIONS, L.P. PORTLAND (SALEM), OREGON (STORE NO. 6324)

### **Amended Claim Analysis and Calculation**

Lease between Circuit City Stores, Inc. and CCI Trust 1994 - I dated November 9, 1994 Store No. 6324 (formerly 3314) - Portland (Salem), OR - 435 Lancaster Drive 97301

Claim for Rejection Damages under 11 U.S.C. 5	02(b)(6)	<u> </u>
Total rent reserved through end of term (110 months)	\$3,781,588.80	1
Fifteen percent of total rent reserved (above):	567,238.32	
Rent reserved for one year from Petition Date:	412,536.96	
Subtotal of Rejection Damages C		\$567,238.32
Prepetition Claim		
Prepetition Rent Outstanding (10/1/08 - 11/9/08):	\$38,485.42	1
Prepetition Late Charges:	To be determined ("TBD")	
Prepetition Common Area Maintenance Outstanding:	TBD	
Prepetition Taxes Outstanding:	34,000.00	
Subte	\$72,485.42	
Damages Under Lease		
Trustee Fees:	\$3,436.35	
Trustee's Attorneys Fees!:	10,424.76	
Landlord's Legal Costs:	20,000.00	
Broker Opinions:	4,750.00	
Environmentals:	8,900.00	
HVAC Repair:		
Interior Clean-Up:	3,000.00	
Inspection Fees:		
HVAC Inspection:	1,000.00	
Sign Removal:	2,000.00	
Re-key:	1,000.00	
Subtotal o	f Damages Under Lease:	\$76,011.11
ТОТА	AL PROOF OF CLAIM:	\$715,734.85

<sup>&</sup>lt;sup>1</sup> The amount for attorneys' fees includes estimated time. CC Acquisitions, L.P. reserves the right to further amend and/or supplement this Claim at any time to reflect additional attorneys' fees incurred.

# EXHIBIT C TO PROOF OF CLAIM FILED BY MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE PORTLAND (SALEM), OREGON (STORE NO. 6324)

**LEASE** 

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 52 of 84

## **EXHIBIT G**

## Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 53 of 84

B 10 (Official Form 10) (12/07)	AMENDED
UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA	PROOF OF CLAIM
Debtor against which claim is asserted: (Check only one box below:)	
Discribition Company of Virginia, Inc. (Case No. 08-35659)	[] Abbott Advertising, Inc. (Case No. 08-35665)
☐ Circuit City Stores West Coast, Inc. (Case No. 08-35654) ☐ Circuit City Stores PR, LLC (Case No. 08-35660)	☐ Mayland MN, LLC (Case No. 08-35666)
☐ InterTAN, Inc. (Case No. 08-35655) ☐ Circuit City Properties, LLC (Case No. 08-35661)	D Patapsco Designs, Inc. (Case No. 08-35667)
☐ Ventoux International, Inc. (Case No. 08-35656) ☐ Orbyx Electronics, LLC (Case No. 08-35662)	☐ Sky Venture Corporation (Case No. 08-35668)
Circuit City Purchasing Company, LLC (Case No. 08-35657)  [] Kinzer Technology, LLC (Case No. 08-35663)	□ XSStuff, LLC (Case No. 08-35669)
CC Aviation, LLC (Case No. 08-35658)  Courchevel, LLC (Case No. 08-35664)	☐ PRAHS, INC. (Case No. 08-35670)
NOTE: This form should not be used to make a claim for administrative expenses arising after the commencement of the case. A remay be filed pursuant to 11 U.S.C. § 503(a).	quest for payment of an administrative expense
Name of Creditor (the person or other entity to whom the debtor owes money or property):	S Check this box to indicate that this claim
CC Acquisitions, L.P.	amends a previously filed claim.
Name and address where notices should be sent:	
c/o Hodgson Russ LLP	Court Claim Number: 8627 (If known)
Altn: Deborah J. Piazza, Esq.	
60 East 42nd Street, 37th Floor	Filed on: 1/29/2009
New York, New York 10165 Telephone number: (212) 661-3535	
(===,==================================	
Name and address where payment should be sent (if different from above):	
CC Acquisitions, L.P.	☐ Check this box if you are aware that anyone else has filed a proof of claim
c/o NYLIFE Real Estate Holdings LLC, General Partner	relating to your claim. Attach copy of
Attn: Vivian Dubin, Associate General Counsel	statement giving particulars.
51 Madison Avenue Telephone number: (212) 576-4575	O Check this box if you are the debtor or
New York, New York 10010	trustee in this case.
1. Amount of Claim as of Date Case Filed: \$ Not less than \$826,028,94 (Pafer to appeared Cirkicia D)	5. Amount of Claim Entitled to Priority
- 1/40 1000 that Φ020,020,91 (1/elel to athrexed Exhibit Β)	under 11 U.S.C. § 507(a). If any
If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.	portion of your claim falls in one of
If all or part of your claim is entitled to priority, complete item 5.	the following categories, check the box and state the amount.
Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized	1
statement of interest or charges.	Specify the priority of the claim.
2. Basis for Claim: Amounts due under Lease and related agreements - Store No. 3506 (Marrero, LA)	Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).
(See instruction #2 on reverse side.) (Refer to annexed Exhibits A and C)	Wages, salaries, or commissions (up to
3. Last four digits of any number by which creditor identifies debtor:	☐ \$10,950*) carned within 180 days
3a. Debtor may have scheduled account as:	before filing of the bankruptcy petition
(See instruction #3a on reverse side.)	or cessation of the debtors business, whichever is earlier — 11 U.S.C.
	§ 507(a)(4).
<ol> <li>Secured Claim (See instruction #4 on reverse side.)</li> <li>Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.</li> </ol>	Contributions to an employee benefit
information.	plan — 11 U.S.C. § 507(a)(5).
Nature of property or right of setoff: 1 Real Estate 11 Motor Vehicle 13 Other	□ Up to \$2,425* of deposits toward
Nature of property or right of setoff: 13 Real Estate 11 Motor Vehicle 13 Other Describe:	purchase, lease, or rental of property or
Vulue of December 6	services for personal, family, or
Value of Property: \$ Annual Interest Rate%	household use — 11 U.S.C. § 507(a)(7).
Amount of arrearage and other charges as of time case filed included in secured claim,	O Taxes or penalties owed to
if any: \$ Basis for perfection:	governmental units — 11 U.S.C. § 507(a)(8).
Amount of Secured Claim: \$ Amount Unsecured: \$	C Other - Specify applicable paragraph of
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.	11 U.S.C. § 507(a)().
7. Documents: Attach reducted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices itemined to the purpose of making this proof of claim.	Amount entitled to priority:
invoices, nemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Very many to the	l manual control to priority.
summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a	\$
summary, (see definition of readcled on reverse side.)	*Amounts are subject to adjustment on
DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.	4/1/10 and every 3 years thereafter with
If the documents are not available, please explain:	respect to cases commenced on or after the date of adjustment
Signature: the person filing this claim must sign it. Sign and print name and title, if any, of the creditor or	FOR COURT USE ONLY
Date: Joiner person authorized to file this claim and state address and telephone number if different from the nation	FOR COORT USE ONLY
July 10, 2009 address above. Attach copy of power of attorney, if any,	
NYLIFE Real Estate Holdings, LLC, General Partner of CC Acquisitons, L.P.	
By: Murai Li Kelris	
Vivian Dubin, Associate General Counsel Secretary	
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U	
. Snowy for presenting fraudatient claim: Fine of up to \$300,000 or imprisonment for up to 5 years, or both. 18 L	J.S.C. 88 152 and 3571

#### B 10 (Official Form 10) (12/07)- Cont.

#### INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.

Items to be completed in Proof of Claim form

### Court, Name of Debtor, and Case Number:

Fill in the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the bankruptcy debtor's name, and the bankruptcy case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is located at the top of the notice.

#### Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

#### Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

#### Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor: State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

### 3a. Debtor May Have Scheduled Account As:

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

#### Secured Claim.

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien

documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

Amount of Claim Entitled to Priority Under 11 U.S.C. §§ 507(a). If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

#### Credits

An authorized signature on this proof of claim serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

#### Documents:

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). Do not send original documents, as attachments may be destroyed after scanning.

#### Date and Signature:

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

### DEFINITIONS

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

A creditor is the person, corporation, or other entity owed a debt by the debtor on the date of the bankruptcy

A claim is the creditor's right to receive payment on a debt that was owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101(5). A claim may be secured or unsecured.

#### Proof of Claim

A proof of claim form is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

### Secured Claim Under 11 U.S.C. § 506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car.

A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to

#### **Unsecured Claim**

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. §§ 507(a) Priority claims are cortain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's taxidentification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

#### Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or

### INFORMATION

Acknowledgement of Filing a Claim To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or to view your filed proof of claim you may access the court's PACER system (www.pacer.psc.uscourts.gov) for a small fee to view your filed proof of claim.

### Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptey court or the dobtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.), and any applicable orders of the bankruptcy court.

# EXHIBIT A TO AMENDED PROOF OF CLAIM FILED BY CC ACQUISITIONS, L.P. MARRERO, LOUISIANA (STORE NO. 3506)

CC Acquisitions, L.P. ("CCA"), submits this Proof of Claim for claims arising in connection with a certain Lease between Circuit City Stores, Inc., as Tenant, and CCI Louisiana Trust, as Landlord, dated November 9, 1994, related to the premises located at Marrero, Louisiana, Store No. 3506, as more fully-described in the Lease (the "Lease"), which has been assigned to CCA as collateral security in accordance with various related lending and security agreements (the "Claim"). A copy of the Lease is annexed as Exhibit C to this Claim.

On November 25, 2008, the Debtors filed their Debtors' Motion for Orders Under 11 U.S.C. Sections 105, 363, and 365 (i) Approving Bidding and Auction Procedures for Sale of Unexpired Nonresidential Real Property Leases for Closing Stores, (ii) Setting Sale Hearing Date, and (iii) Authorizing and Approving (a) Sale of Certain Nonresidential Real Property Leases Free and Clear of Liens, Claims, and Encumbrances, (b) Assumption and Assignment of Certain Unexpired Nonresidential Property Leases, and (c) Lease Rejection Procedures (the "Motion"). On December 11, 2008, the Court entered an Order granting the Motion and the subject Lease was rejected effective as of December 31, 2008.

Pursuant to sections 502(a) and 502(b)(6) of the Bankruptcy Code, CCA has an aggregate claim in an amount not less than \$826,028.91 against the Debtors which represents: (1) rejection damages in the amount of \$681,183.85; (2) prepetition claims in the present amount of \$86,333.95; and (3) actual damages under the lease in the present amount of \$58,511.11. A detailed analysis and calculation of the Claim is annexed as Exhibit B.

CCA reserves the right to further amend and/or supplement this Claim at any time and in any manner and/or to file additional proofs of claim for any additional claims that may be based on information not yet known, or the same or additional documents or grounds of liability, including, but not limited to, additional administrative expenses arising after the petition date.

This Claim is filed to protect CCA from forfeiture of any claim it may have. Filing of this Claim is not (a) a waiver or release of CCA's rights, claims or defenses against any person, entity or property; (b) a waiver or release of CCA's right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) a consent by CCA to the jurisdiction of this Court for any purpose other than with respect to this Claim; (d) an election of remedy; (e) a waiver or release of any rights which CCA may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving CCA, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.

# EXHIBIT B TO AMENDED PROOF OF CLAIM FILED BY CC ACQUISITIONS, L.P. MARRERO, LOUISIANA (STORE NO. 3506)

### **Amended Claim Analysis and Calculation**

Lease between Circuit City Stores, Inc. and CCI Louisiana Trust dated November 9, 1994 Store No. 3506 - Marrero, LA - 4945 Lapalco Blvd. 70072

Claim for Rejection Damages under 11 U.S.C. 5	02(b)(6)	
Total rent reserved through end of term (110 months)	\$4,541,225.70	-
Fifteen percent of total rent reserved (above):	681,183.85	
Rent reserved for one year from Petition Date:	495,406.44	1
Subtotal of Rejection Damages C	laim (greater of the two):	\$681,183.85
Prepetition Claim		\$001,100.02
Prepetition Rent Outstanding (10/1/08 - 11/9/08):	\$42,333.95	
Prepetition Late Charges:	To be determined ("TBD")	
Prepetition Common Area Maintenance Outstanding:	TBD	
Prepetition Taxes Outstanding:	44,000.00	
Subte	otal of Prepetition Claim:	\$86,333.95
Damages Under Lease		400,000,0
Trustee Fees:	\$3,436.35	
Trustee's Attorneys Fees!:	10,424.76	
Landlord's Legal Costs:	20,000.00	
Broker's Opinion:	4,750.00	
Environmentals:	6,400.00	
HVAC Repair:	5,000.00	
Interior Clean-Up:	3,000.00	
Inspection Fees:	1,500.00	
HVAC Inspection:	1,000.00	
Sign Removal:	2,000.00	
Re-key:	1,000.00	
Subtotal o	f Damages Under Lease:	\$58,511.11
TOTAL AMENDI	ED PROOF OF CLAIM:	\$826,028.91

<sup>&</sup>lt;sup>1</sup> The amount for attorneys' fees includes estimated time. CC Acquisitions, L.P. reserves the right to further amend and/or supplement this Claim at any time to reflect additional attorneys' fees incurred.

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 57 of 84

# EXHIBIT C TO AMENDED PROOF OF CLAIM FILED BY CC ACQUISITIONS MARRERO, LOUISIANA (STORE NO. 3506)

**LEASE** 

002000/09569 Litigation 6886290v1

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 58 of 84

## **EXHIBIT H**

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Case 08-35653-KRH Exhibit(s) Athrough K 10 Page 59 of 84 Document Page 1 of 8

Form 210A (10/06)

### UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

In re:

Chapter 11

Case No. 08-35653

CIRCUIT CITY STORES, INC., et al.

Jointly Administered

Debtor.

Hon. Kevin R. Heunnekens, U.S.B.J.

# TRANSFER OF CLAIM OTHER THAN FOR SECURITY PURSUANT TO FED. R. BANKR. P. 3001(e)(2) AND TRANSFEROR'S WAIVER OF NOTICE

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a) by Manufacturers and Traders Trust Company, as Trustee (the "Transferor) and filed on the Claims Register for the above-captioned bankruptcy case. All right, title and interest in and to the claim has been sold and transferred, for other than security, described as follows:

	and transferred, for other than security, described as follows:
1.	Person or entity to whom the claim has been transferred (the "Transferee"):
	Name: CC Acquisitions, L.P. Telephone No. (212) 576-4575
	Address: CC Acquisitions, L.P.  Attention: Vivian Dubin c/o NY Life Insurance Company 51 Madison Avenue New York, NY 10010
2.	Date of Transfer of Claim: June 1, 2009
3.	Type of Claim: General Unsecured
4.	Amount of Claim: Not less than \$831,584.68
5.	Date of Filing Proof of Claim: July 23, 2009
6.	Claim No.: 14523 (the "Claim")

7. Transferor:

Manufacturers and Traders Trust Company, as Trustee

c/o Hodgson Russ LLP

Attn: Deborah J. Piazza, Esq. 60 East 42<sup>nd</sup> Street, 37<sup>th</sup> Floor

New York, NY 10165

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 60 of 84 Case 08-35653-KRH Doc 7630 Filed 05/24/10 Entered 05/24/10 13:31:02 Desc Main Document Page 2 of 8

8. A true and correct copy of the Proof of Claim originally filed (without exhibits) is attached hereto as <u>Exhibit A</u>.

**PLEASE TAKE NOTICE** that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.

Dated: 412/10

TRANSFEROR:

MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE

Nancy L. George
Vice President

Dated:

TRANSFEREE:

CC ACQUISITIONS L.P. By: NYLIFE Real Estate Holdings, LLC, it's General Partner

By: Vivian Dubin Secretary

	d 06/21/12 Entered 06/21/12 16:22:14 Desc lgh K. Page 61 of 84 <u>05/24/10</u> Entered 05/24/10 13:31:02 Desc Mair ent Page 3 of 8
8. A true and correct copy of the attached hereto as Exhibit A.	Proof of Claim originally filed (without exhibits) is
notice or hearing requirements provided by F	nat by its signature below the Transferor hereby waives any red. R. Bankr. P. 3001 and hereby stipulates that the transferged and recognized and that the Transferee is the valid
Dated:	Dated: 5/17/2010
TRANSFEROR:	TRANSFEREE:
MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE	CC ACQUISITIONS L.P. By: NYLIFE Real Estate Holdings, LLC, it's General Partner

Vivian Dubin Secretary

By:

Nancy L. George Vice President Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 62 of 84 Case 08-35653-KRH Doc 7630 Filed 05/24/10 Entered 05/24/10 13:31:02 Desc Main Document Page 4 of 8

Date: May 24, 2010

Submitted by:

### MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE

By: /s/ Augustus C. Epps, Jr.
Augustus C. Epps, Jr., Esquire (VSB No. 13254)
Michael D. Mueller, Esquire (VSB No. 38216)
Jennifer M. McLemore, Esquire (VSB No. 47164)
CHRISTIAN & BARTON, LLP
909 E. Main Street, Suite 1200
Richmond, Virginia 23219-3095
(804) 697-4129
(804) 697-6129 (facsimile)

Counsel for Manufacturers and Traders Trust Company, as Trustee

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 63 of 84 Doc 7630 Filed 05/24/10 Entered 05/24/10 13:31:02 Desc Main Document Page 5 of 8

# **EXHIBIT A**

#14523

B 10 (Official Form 10) (12/07)		_ AMENDED
UNITED STATES BANKRUPTCY COURT FOR THE EA		PROOF OF CLAIM
Debtor a	gainst which claim is asserted: (Check only one box below:)	
Circuit City Stores, Inc. (Case No. 08-35653)	[] CC Distribution Company of Virginia, Inc. (Case No. 08-35659)	O Abbott Advertising, Inc. (Case No. 08-35665)
Circuit City Stores West Coast, Inc. (Case No. 08-35654)  Di InterTAN, Inc. (Case No. 08-35655)	Il Circuit City Stores PR, LLC (Case No. 08-35660)	[] Mayland MN. LLC (Case No. 08-35666)
U Ventoux International, Inc: (Case No. 08-35656)	Il Circuit City Properties, LLC (Caso No. 08-35661)	Il Patapeco Designa, Inc. (Caso No. 08-35667)
Circuit City Purchasing Company, LLC (Case No. 08-35657)	Orbyx Electronics, LLC (Case No. 08-35662)	D Sky Venture Corporation (Case No. 08-35668
CC Aviation, LLC (Case No. 08-35658)	Il Kinzer Technology, LLC (Case No. 08-35663)	☐ X3Stuff, LLC (Case No. 08-35669)
N. 31.	U Courchevel, LLC (Case No. 08-35664)	[] PRAHS, INC. (Case No. 08-35670)
		ing a Second growth of the Talk Bill of the Hall of the
Name of Creditor (the person or other entity to whom the debte	r owes money or property):	6 Check this box to indicate that this claim
Manufacturers and Traders Trust Company, as Trust	stee	amends a previously filed claim.
Name and address where notices should be seat:		Court Claim Number: 8421
c/o Hodgson Russ LLP		(If known)
Atin: Deborah J. Plazza, Esq.		Filed on: 1/29/2009
60 East 42nd Street, 37th Floor	<b></b>	
New York, New York 10165	Telephone number: (212) 681-3535	
and the second s		
Name and address where payment should be sent (if different fi	om above):	Check this box if you are aware that
CC Acquisitions, L.P.	•	anyone clee has filed a proof of claim
c/o NYLIFE Real Estate Holdings, LLC, General Part	ner	relating to your claim. Attach copy of statement giving particulars.
Attn: Vivian Dubin, Associate General Counsel		
51 Madison Avriue New York, New York 10010	Telephone number: (212) 576-4575	Check this box if you are the depter or trustee in this case.
Hew Tolk, New York TOUTO	·	
1. Amount of Claim as of Date Case Filed: \$ 1	lot less than \$831,584,68 (Refer to annexed Exhibit B)	5. Amount of Claim Entitled to Priorit
If all or part of your claim is secured, complete item 4 helow; he	owever, if all of your claim is unsecured, do not complete item 4.	under 11 U.S.C. § 507(a). If any portion of your claim falls in one of
		the following categories, check the
If all or part of your claim is entitled to priority, complete item :		box and state the amount.
Check this box if claim includes interest or other charges	in addition to the principal amount of claim. Attach itemized	Specify the priority of the claim,
attacement of strenger of charges.	• • • •	Domestic support obligations under
2. Basis for Claim: Amounts due under Lease and relat-	ed agreements - Store No. 6366 (formerly Store No. 4502)	11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).
located at Lev	visville, TX (Refer to annexed Exhibits A and C)	G Wages, salaries, or commissions (up to
<ol> <li>Last four digits of any number by which creditor identifie</li> </ol>	u deblar:	\$10,950*) carned within 180 days
3s. Debtor may have scheduled account as:		before filing of the benkruptcy petition
(See instruction #3a on reverse side.)	**************************************	or constion of the debtors husiness, whichever is earlier 11 U.S.C.
Secured Claim (See instruction #4 on reverse side.)		₫ 507(a)(4).
Check the appropriate box if your claim is accured by a lie	n on property or a right of setoff and provide the requested	Contributions to an employee benefit
information.	er one brokers), or within or secont sure broaters and technicated.	plan — 11 U.S.C. § 507(a)(5).
Nature of property or right of setaff: . Il Real Estate	Motor Vehicle	Up to \$2,425* of deposits toward
Describe:	a Mout venine Li Other .	purchase, lease, or rental of property or
Value of Property: \$ Annual Interest F	e e	sorvices for personal, family, or
		household use — 11 U.S.C. § 507(a)(7)
Amount of arrearage and other charges as of time case	filed included in secured claim,	Taxes or ponsition owed to governmental units — 11 U.S.C.
if any: 5 Basis for perfec	ilen:	\$ 507(a)(8).
Amount of Recured Claim: \$	Amount Elegonizade C	Other - Specify applicable paragraph of
		11 U.S.C. § 507(a).
Credits: The amount of all payments on this claim has been of	reduced for the purpose of making this proof of claim.	Amount entitled to priority:
. Documents: Attach reducted copies of any documents that survoices, iteraized statements or months accounts, contracts, inde	pport the visins, such as promissory notes, purchase orders, pacents, mostgages, and security agreements. You may also sitach a	
minum 1. Unant tensorer column to exeminents brooking saides	revers, avergagos, and aventury agreements. You may also stach a too of perfection of a security interest. You may also attach a	s
ummasy, (See definition of "reducted" on reverse side.)		*Amounts are subject to adjustment on
O NOT SEND ORIGINAL DOCUMENTS. ATTACHED DO	CUMENTS MAY BE DESTROYED ARTED SCANNING	4/1/10 and every 3 years thereafter with
the documents are not available, please explain:		respect to cases commenced on or after the date of adjustment
	valua la Simonda del 100 del 100 del	
Date: other person sufficiency to file this claim	ust sign it. Sign and print name and title, if any, of the creditor or and state address and telephone number if different from the notice	FOR COURT USE ONLY
	and some and resolution transport it agreement times (00 00000)	KEUEIVEU
hilv 10 2000   sources above. Attack copy of power of a	Mornoy, if any.	
hilv 10 2000   sources above. Attack copy of power of a	ttomoy, if any. C, General Partner of CC Acquisitions, L.P.	
NYLIFE Real Estate Holdings, LL	C, General Partner of CC Acquisitions, L.P.	UU 23 2009
July 10, 2009 address above. Attack copy of power of a NYLIFE Real Estate Holdings, LLI	C, General Partner of CC Acquisitions, L.P.	JUL 23 2009
July 10, 2009  Author copy of power of a NYLIFE Real Estate Holdings, LLI  By:   Vivian Dubin, Accessiate Ge	C. General Partner of CC Acquisitions, L.P.  LLA  Revel Counsel Secretary  Is of up to \$500,000 or imprisonment for up to 5 years, or both. 18	MINTHEST GADGOMOGMOHTANTO

■ Date Stamped Copy Returned

No self addressed stamped envelope

No copy to reture



## EXHIBIT A TO AMENDED PROOF OF CLAIM FILED BY CC ACQUISITIONS, L.P. <u>LEWISVILLE, TEXAS (STORE NO. 6366)</u>

CC Acquisitions, L.P. ("CCA"), submits this Amended Proof of Claim for claims arising in connection with a certain Lease between Circuit City Stores, Inc., as Tenant, and CCI Trust 1994 - I, as Landlord, dated November 9, 1994 related to the premises located at Lewisville, Texas, Store No. 6366 (formerly Store No. 4502) as more fully-described in the Lease (the "Lease"), which has been assigned to CCA as collateral security in accordance with various related lending and security agreements (the "Claim"). A copy of the Lease is annexed as Exhibit C to this Claim.

On November 10, 2008, the Debtors filed a Motion for an Order Pursuant to 11 U.S.C. Sections 105(a), 365(a), and 554 and Fed. R. Bankr. P. 6006 Authorizing Rejection of Unexpired Leases of Nonresidential Real Property and Abandonment of Personal Property Effective as of the Petition Date (the "Motion"). The Court entered an Order granting the Motion on the same day and the subject Lease was rejected effective as of November 10, 2008.

Pursuant to sections 502(a) and 502(b)(6) of the Bankruptcy Code, CCA has an aggregate claim in an amount not less than \$831,584.68 against the Debtors which represents: (1) rejection damages in the amount of \$645,287.94; (2) prepetition claims in the present amount of \$121,935.63; and (3) actual damages under the lease in the present amount of \$64,361.11. A detailed analysis and calculation of the Claim is annexed as Exhibit B.

CCA reserves the right to further amend and/or supplement this Claim at any time and in any manner and/or to file additional proofs of claim for any additional claims that may be based on information not yet known, or the same or additional documents or grounds of liability, including, but not limited to, additional administrative expenses arising after the petition date.

This Claim is filed to protect CCA from forfeiture of any claim it may have. Filing of this Claim is not (a) a waiver or release of CCA's rights, claims or defenses against any person, entity or property; (b) a waiver or release of CCA's right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) a consent by CCA to the jurisdiction of this Court for any purpose other than with respect to this Claim; (d) an election of remedy; (e) a waiver or release of any rights which CCA may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving CCA, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.

niginals

002000/09569 Litigation 6508133v1

# EXHIBIT B TO AMENDED PROOF OF CLAIM FILED BY CC ACQUISITION, L.P. LEWISVILLE, TEXAS (STORE NO. 6366)

### Amended Claim Analysis and Calculation

Lease between Circuit City Stores, Inc. and CCI Trust 1994 - I dated November 9, 1994 Store No. 6366 (formerly Store No. 4502) - Lewisville, TX - 2325 S. Stemmons Frwy. 75067

,	1
02(b)(6)	
	•
Claim (greater of the two):	\$645,287.94
	3043,207.34
\$37,035,63	
	•
	\$121,935.63
	9121,755.05
\$3,436.35	
	. •
	•
The state of the s	
	•
	•
1,000,00	
of Damages Under Lease:	\$64,361.11
	φυ 1,001/11
DED PROOF OF CLAIM.	\$831,584.68
LED I ROOF OF CLAIM!	3031,304.05
	02(b)(6)  \$4,301,919.60 645,287.94 469,300.32 Claim (greater of the two):  \$37,935.63 To Be Determined ("TBD") 26,000.00 58,000.00 total of Prepetition Claim:  \$3,436.35 10,424.76 20,000.00 6,500.00 5,500.00 10,000.00 1,000.00 1,000.00 1,000.00 1,000.00 1,000.00 0f Damages Under Lease:  DED PROOF OF CLAIM:

<sup>&</sup>lt;sup>1</sup> The amount for attorneys' fees includes estimated time. CC Acquisitions, L.P. reserves the right to further amend and/or supplement this Claim at any time to reflect additional attorneys' fees incurred.

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 67 of 84

## **EXHIBIT I**

#14574

B 10 (Official Form 10) (12/07)	AMENDED	
UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA	PROOF OF CLAIM	
Debtor against which claim is asserted: (Check only one box below:)	The second secon	
Q Circuit City Stores, Inc. (Case No. 08-35653)	D Abbott Advertising, Inc. (Case No. 08-35665)	
☐ Circuit City Stores West Coast, Inc. (Case No. 08-35654) ☐ Circuit City Stores PR, LLC (Case No. 08-35660)	<ul> <li>Mayland MN, LLC (Case No. 08-35666)</li> </ul>	
☐ InterTAN, Inc. (Case No. 08-35655) ☐ Circuit City Properties, LLC (Case No. 08-35661) ☐ Ventoux International, Inc. (Case No. 08-35656) ☐ Orbyx Electronics LLC (Case No. 08-35652)	☐ Patapsco Designs, Inc. (Case No. 08-35667)	
n of the ball to t	Sky Venture Corporation (Case No. 08-35668)	
U CC Aviation, LLC (Case No. 08-35658)  □ Courchevel, LLC (Case No. 08-35664)	XSStuff, LLC (Case No. 08-35669)      PRACE NO. 08-35679	
NOTE: This form should not be used to make a claim for administrative expenses arising after the commencement of the case. d	U PRAIIS, INC. (Case No. 08-35670)	
may be filed mirsuant to 11 U.S.C. \(\delta \) 503(a)	request for payment of an administrative expense	
Name of Creditor (the person or other entity to whom the debtor owes money or property):	☐ Check this box to indicate that this claim	
CC Acquisitions, L.P.	amends a previously filed claim.	
Name and address where notices should be sent:	Court Claim Number: 14523	
c/o Hodgson Russ LLP Attn: Deborah J. Piazza, Esg.	(If known)	
60 East 42nd Street, 37th Floor	Filed on: 1/29/2009	
New York, New York 10165  Telephone number: (212) 661-3535		
100, 100, 100, 101, 101, 101, 101, 101,		
Name and address where payment should be sent (if different from above):	G 01 14':1 '6	
CC Acquisitions, L.P.	☐ Check this box if you are aware that anyone else has filed a proof of claim	
c/o NYLIFE Real Estate Holdings, LLC, General Partner	relating to your claim. Attach copy of	
Attn: Vivian Dubin, Secretary	statement giving particulars.	
51 Madison Avenue Telephone number: (212) 576-4575	☐ Check this box if you are the debtor or	
New York, New York 10010	trustee in this case.	
1. Amount of Claim as of Date Case Filed: \$ Not less than \$831.584.68 (Refer to annexed Exhibit B)	5. Amount of Claim Entitled to Priority	
The state of the s	under 11 U.S.C. § 507(a). If any	
If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.	portion of your claim falls in one of the following categories, check the	
If all or part of your claim is entitled to priority, complete item 5.	box and state the amount.	
☐ Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized	Specify the priority of the claim.	
statement of interest or charges.	Domestic support obligations under	
2. Basis for Claim: Amounts due under Lease and related agreements - Store No. 6366 (formerly Store No. 4502) located at	11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	
(See instruction #2 on reverse side.) Lewisville, TX (Refer to annexed Exhibits A and C)	☐ Wages, salaries, or commissions (up to	
3. Last four digits of any number by which creditor identifies debtor:	S10,950*) carned within 180 days	
	before filing of the bankruptcy petition or cessation of the debtors business,	
3a. Debtor may have scheduled account as: (See instruction #3a on reverse side.)	whichever is earlier — 11 U.S.C.	
4. Secured Claim (See instruction #4 on reverse side.)	§ 507(a)(4).	
Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested	☐ Contributions to an employee benefit	
information.	plan — 11 U.S.C. § 507(a)(5).	
Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☐ Other	☐ Up to \$2,425* of deposits toward	
Describe:	purchase, lease, or rental of property or	
Value of Property: \$ Annual Interest Rate%	services for personal, family, or household use — 11 U.S.C. § 507(a)(7).	
	- }	
Amount of arrearage and other charges as of time case filed included in secured claim,	☐ Taxes or penalties owed to governmental units — 11 U.S.C.	
if any: \$Basis for perfection:	§ 507(a)(8).	
Amount of Secured Claim: \$ Amount Unsecured: \$	Other - Specify applicable paragraph of	
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.	11 U.S.C. § 507(a)().	
7. Documents: Attach reducted copies of any documents that support the claim, such as promissory notes, purchase orders,	Amount entitled to priority:	
invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach	ıa e	
summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.)	•	
	*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with	
DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.	respect to cases commenced on or after	
If the documents are not available, please explain:	the date of adjustment	
Signature: the person filing this claim must sign it. Sign and print name and title, if any, of the creditor of	FOR COURT USE ONLY	
Date: other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attaches if any if any		
August 27, 2009 NYLIFE Real Estate Holdings, LLC, General Partner of CC Acquisitions, L.P.	"ILULIALD	
MIDON ( ) De	SEP 0 2 2009	
By: MUCHALLERY	OLI V & 2003 /	
Vivian Dubin, Secretary	KINTTHANDARAMA	
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both.	18 U.S.C. 38 137 ARESIGNACUNSULTANTS	
	•	



Deborah J. Piazza Partner Direct Dial: 646-218-7560 dpiazza@hodgsonruss.com



September 1, 2009

### Via Federal Express

Circuit City Stores, Inc., et al. Claims Processing Dept. Kurtzman Carson Consultants LLC 2335 Alaska Avenue El Segundo, CA 90245

Dear Claims Agent:

Re: In re: Circuit City Stores, Inc. et al.

Jointly Administered Chapter 11 Bankruptcy Cases No. 08-10178 (BLS)

Enclosed please find an original Amended Proof of Claim Form, together with a copy for filing against the Circuit City Stores, Inc. bankruptcy estate on behalf of CC Acquisitions, L. P. ("CCA"), in connection with certain leases that have been assigned to CCA in connection with the Circuit City premises located in Lewisville, TX – Store 6366.

Please file the original Amended Proof of Claim and properly docket on the Claims Register. Please immediately date-stamp and return it to the attention of Linda Davies using the enclosed, self-addressed return Federal Express package.

Very truly yours,

Deborah J. Piazza

DJP/ld Enclosure

cc: Vivian Dubin (via email)

Garry M. Graber, Esq. (via email)

# EXHIBIT A TO AMENDED PROOF OF CLAIM FILED BY CC ACQUISITIONS, L.P. <u>LEWISVILLE, TEXAS (STORE NO. 6366)</u>

CC Acquisitions, L.P. ("CCA"), submits this Amended Proof of Claim for claims arising in connection with a certain Lease between Circuit City Stores, Inc., as Tenant, and CCI Trust 1994 - I, as Landlord, dated November 9, 1994 related to the premises located at Lewisville, Texas, Store No. 6366 (formerly Store No. 4502) as more fully-described in the Lease (the "Lease"), which has been assigned to CCA as collateral security in accordance with various related lending and security agreements (the "Claim"). A copy of the Lease is annexed as Exhibit C to this Claim.

On November 10, 2008, the Debtors filed a Motion for an Order Pursuant to 11 U.S.C. Sections 105(a), 365(a), and 554 and Fed. R. Bankr. P. 6006 Authorizing Rejection of Unexpired Leases of Nonresidential Real Property and Abandonment of Personal Property Effective as of the Petition Date (the "Motion"). The Court entered an Order granting the Motion on the same day and the subject Lease was rejected effective as of November 10, 2008.

Pursuant to sections 502(a) and 502(b)(6) of the Bankruptcy Code, CCA has an aggregate claim in an amount not less than \$831,584.68 against the Debtors which represents: (1) rejection damages in the amount of \$645,287.94; (2) prepetition claims in the present amount of \$121,935.63; and (3) actual damages under the lease in the present amount of \$64,361.11. A detailed analysis and calculation of the Claim is annexed as Exhibit B.

CCA reserves the right to further amend and/or supplement this Claim at any time and in any manner and/or to file additional proofs of claim for any additional claims that may be based on information not yet known, or the same or additional documents or grounds of liability, including, but not limited to, additional administrative expenses arising after the petition date.

This Claim is filed to protect CCA from forfeiture of any claim it may have. Filing of this Claim is not (a) a waiver or release of CCA's rights, claims or defenses against any person, entity or property; (b) a waiver or release of CCA's right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) a consent by CCA to the jurisdiction of this Court for any purpose other than with respect to this Claim; (d) an election of remedy; (e) a waiver or release of any rights which CCA may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving CCA, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.

# EXHIBIT B TO AMENDED PROOF OF CLAIM FILED BY CC ACQUISITION, L.P. <u>LEWISVILLE, TEXAS (STORE NO. 6366)</u>

### Amended Claim Analysis and Calculation

Lease between Circuit City Stores, Inc. and CCI Trust 1994 - I dated November 9, 1994 Store No. 6366 (formerly Store No. 4502) - Lewisville, TX - 2325 S. Stemmons Frwy. 75067

Claim for Rejection Damages under 11 U.S.C. 5	02(b)(6)	
Total rent reserved through end of term (110 months)	\$4,301,919.60	
Fifteen percent of total rent reserved (above):	645,287.94	
Rent reserved for one year from Petition Date:	469,300.32	
Subtotal of Rejection Damages Claim (greater of the two):		\$645,287.94
Prepetition Claim		\$043,207.54
Prepetition Rent Outstanding (10/1/08 - 11/9/08):	\$37,935.63	
Prepetition Late Charges:	To Be Determined ("TBD")	
Prepetition Common Area Maintenance Outstanding:	26,000.00	
Prepetition Taxes Outstanding:	58,000.00	
Sub	total of Prepetition Claim:	\$121,935.63
Damages Under Lease		<b>\$121,733.03</b>
Trustee Fees:	\$3,436.35	
Trustee's Attorneys Fees!:	10,424.76	
Landlord's Legal Costs:	20,000.00	
Broker's Opinion:	6,500.00	
Environmentals:	5,500.00	
HVAC Repair:	10,000.00	i
Interior Clean-Up:	3,000.00	
Inspection Fees:	1,500.00	
HVAC Inspection:	1,000.00	
Sign Removal:	2,000.00	
Re-key:	1.000.00	
Subtotal	of Damages Under Lease:	\$64,361.11
TOTAL AMENI	DED PROOF OF CLAIM:	\$831,584.68

<sup>&</sup>lt;sup>1</sup> The amount for attorneys' fees includes estimated time. CC Acquisitions, L.P. reserves the right to further amend and/or supplement this Claim at any time to reflect additional attorneys' fees incurred.

# EXHIBIT C TO AMENDED PROOF OF CLAIM FILED BY CC ACQUISITIONS, L.P. LEWISVILLE, TEXAS (STORE NO. 6366)

**LEASE** 

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 73 of 84

## **EXHIBIT J**

#14577

B 10 (Official Form 10) (12/07)		AMENDED
UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DIS	TRICT OF VIRGINIA	PROOF OF CLAIM
Debtor against which c	laim is asserted: (Check only one box below:)	
(X Circuit City Stores, Inc. (Case No. 08-35653)	ution Company of Virginia, Inc. (Case No. 08-35659)	☐ Abbott Advertising, Inc. (Case No. 08-35665)
☐ Circuit City Stores West Coast, Inc. (Case No. 08-35654) ☐ Circuit City	Stores PR, LLC (Case No. 08-35660)	Mayland MN, LLC (Case No. 08-35666)
☐ InterTAN, Inc. (Case No. 08-35655) ☐ Circuit Cit	y Properties, LLC (Case No. 08-35661)	D Patapsco Designs, Inc. (Case No. 08-35667)
☐ Ventoux International, Inc. (Case No. 08-35656) ☐ Orbyx Elec	etronics, LLC (Case No. 08-35662)	☐ Sky Venture Corporation (Case No. 08-35668)
☐ Circuit City Purchasing Company, LLC (Case No. 08-35657) ☐ Kinzer Tec	chnology, LLC (Case No. 08-35663)	☐ XSStuff, LLC (Case No. 08-35669)
LI CC Aviation, LLC (Case No. 08-35658)	1 1 1 C (Casa No. 08 35664)	FUNDACIS INC. (Occorded to 25/20)
NOTE: This form should not be used to make a claim for administrative expe	nses arising after the commencement of the case. A r	equest for payment of an administrative expense
Name of Creditor (the parameter)	filed pursuant to 11 U.S.C. § 503(a).	
Name of Creditor (the person or other entity to whom the debtor owes money	or property);	☐ Check this box to indicate that this claim
CC Acquisitions, L.P.		amends a previously filed claim.
Name and address where notices should be sent:		Court Claim Number: 14523
c/o Hodgson Russ LLP		(If known)
Attn: Deborah J. Piazza, Esq.		Filed on: 1/29/2009
60 East 42nd Street, 37th Floor	•	
New York, New York 10165	Telephone number: (212) 661-3535	
	•	
Name and address where payment should be sent (if different from above):		Check this box if you are aware that
CC Acquisitions, L.P.		anyone else has filed a proof of claim
c/o NYLIFE Real Estate Holdings, LLC, General Partner		relating to your claim. Attach copy of
Attn: Vivian Dubin, Secretary		statement giving particulars.
51 Madison Avenue	T. 1	☐ Check this box if you are the debtor or
New York, New York 10010	Telephone number: (212) 576-4575	trustee in this case.
TOW TORE TORE TORE		
1. Amount of Claim as of Date Case Filed: \$ Not less than \$83	1,584.68 (Refer to annexed Exhibit B)	5. Amount of Claim Entitled to Priority
If all or part of your claim is secured, complete item 4 below; however, if all o		under 11 U.S.C. § 507(a). If any portion of your claim falls in one of
	I your claim is unsecured, do not complete item 4.	the following categories, check the
If all or part of your claim is entitled to priority, complete item 5.		box and state the amount.
Check this box if claim includes interest or other charges in addition to the	ho principal annual of alains. Associations a	Specify the priority of the claim.
statement of interest or charges.	the principal amount of claim. Attach temized	
2. Basis for Claim: Amount day and I		Domestic support obligations under
<ol> <li>Basis for Claim: Amounts due under Lease and related agreements - Store No (See instruction #2 on reverse side.) Lewisville, TX (Refer to annexed Ext</li> </ol>	. 6366 (formerly Store No. 4502) located at	11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).
	tibits A and C)	Wages, salaries, or commissions (up to
3. Last four digits of any number by which creditor identifies debtor:		S10,950*) carned within 180 days
3a. Debtor may have scheduled account as:		before filing of the bankruptcy petition or cessation of the debtors business,
(See instruction #3a on reverse side.)	-	whichever is earlier — 11 U.S.C.
4. Secured Claim (See instruction #4 on reverse side.)		§ 507(a)(4).
Check the appropriate box if your claim is secured by a lien on property		☐ Contributions to an employee benefit
information.	or a right of setoff and provide the requested	plan — 11 U.S.C. § 507(a)(5).
Nuture of pro-		□ Up to \$2,425* of deposits toward
Nature of property or right of setoff:     Real Estate	Vehicle 3 Öther	purchase, lease, or rental of property or
		services for personal, family, or
Value of Property: \$ Annual Interest Rate%		household use — 11 U.S.C. § 507(a)(7).
Amount of arrearage and other charges as of time case filed included	Lin consumed aboles	Taxes or penalties owed to
in a	in secured ciann,	governmental units — 11 U.S.C.
if any: \$ Basis for perfection:		§ 507(a)(8).
Amount of Secured Claim: \$ Amount Un	secured: \$	☐ Other - Specify applicable paragraph of
		11 U.S.C. § 507(a)().
6. Credits: The amount of all payments on this claim has been credited for the	purpose of making this proof of claim.	Amount entitled to priority:
7. Documents: Attach reducted copies of any documents that support the clair invoices, itemized statements or support appearance of the control of the clair.	n, such as promissory notes, purchase orders,	
invoices, itemized statements or running accounts, contracts, judgments, mortg, summary. Attach redacted copies of documents providing evidence of perfections of the contracts of the contracts.	ages, and security agreements. You may also attach a	\$
summary. (See definition of "reducted" on reverse side.)	on or a security interest. You may also attach a	*Amounts are subject to adjustment on
	·	4/1/10 and every 3 years thereafter with
DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS M	AY BE DESTROYED AFTER SCANNING.	respect to cases commenced on or after
If the documents are not available, please explain:		the date of adjustment
Signature: the person filing this claim must sign it. Si	gn and print name and title, if any, of the creditor or	FOR COURT USE ONLY
13114: 1 Otact person authorized to file this claim and state addre	see and talanhana mumbar if different from the nation	DEPENIEN
A 27 2000   dudless above. Altich copy of power of attorney if any	,	<b>NEGELACO</b>
August 27, 2009 NYLIFE Real Estate Holdings, LLC, Centeral Part	ther of CC Acquisitions, L.P.	000 00 0000
	"	SEP 0 2 2009
By MOULA & I list	/7 l	OLI ON LUGS /
By: Wivian Dubin, Secretary	The state of the s	OLI V 2 2003

# EXHIBIT A TO AMENDED PROOF OF CLAIM FILED BY CC ACQUISITIONS, L.P. <u>LEWISVILLE, TEXAS (STORE NO. 6366)</u>

CC Acquisitions, L.P. ("CCA"), submits this Amended Proof of Claim for claims arising in connection with a certain Lease between Circuit City Stores, Inc., as Tenant, and CCI Trust 1994 - I, as Landlord, dated November 9, 1994 related to the premises located at Lewisville, Texas, Store No. 6366 (formerly Store No. 4502) as more fully-described in the Lease (the "Lease"), which has been assigned to CCA as collateral security in accordance with various related lending and security agreements (the "Claim"). A copy of the Lease is annexed as Exhibit C to this Claim.

On November 10, 2008, the Debtors filed a Motion for an Order Pursuant to 11 U.S.C. Sections 105(a), 365(a), and 554 and Fed. R. Bankr. P. 6006 Authorizing Rejection of Unexpired Leases of Nonresidential Real Property and Abandonment of Personal Property Effective as of the Petition Date (the "Motion"). The Court entered an Order granting the Motion on the same day and the subject Lease was rejected effective as of November 10, 2008.

Pursuant to sections 502(a) and 502(b)(6) of the Bankruptcy Code, CCA has an aggregate claim in an amount not less than \$831,584.68 against the Debtors which represents: (1) rejection damages in the amount of \$645,287.94; (2) prepetition claims in the present amount of \$121,935.63; and (3) actual damages under the lease in the present amount of \$64,361.11. A detailed analysis and calculation of the Claim is annexed as Exhibit B.

CCA reserves the right to further amend and/or supplement this Claim at any time and in any manner and/or to file additional proofs of claim for any additional claims that may be based on information not yet known, or the same or additional documents or grounds of liability, including, but not limited to, additional administrative expenses arising after the petition date.

This Claim is filed to protect CCA from forfeiture of any claim it may have. Filing of this Claim is not (a) a waiver or release of CCA's rights, claims or defenses against any person, entity or property; (b) a waiver or release of CCA's right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) a consent by CCA to the jurisdiction of this Court for any purpose other than with respect to this Claim; (d) an election of remedy; (e) a waiver or release of any rights which CCA may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving CCA, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.

# EXHIBIT B TO AMENDED PROOF OF CLAIM FILED BY CC ACQUISITION, L.P. <u>LEWISVILLE, TEXAS (STORE NO. 6366)</u>

### **Amended Claim Analysis and Calculation**

Lease between Circuit City Stores, Inc. and CCI Trust 1994 - I dated November 9, 1994 Store No. 6366 (formerly Store No. 4502) - Lewisville, TX - 2325 S. Stemmons Frwy. 75067

Claim for Rejection Damages under 11 U.S.C. 5	02(b)(6)	
Total rent reserved through end of term (110 months)	\$4,301,919.60	
Fifteen percent of total rent reserved (above):	645,287.94	
Rent reserved for one year from Petition Date:	469,300.32	
Subtotal of Rejection Damages	\$645,287.94	
Prepetition Claim		
Prepetition Rent Outstanding (10/1/08 - 11/9/08):	\$37,935.63	
Prepetition Late Charges:	To Be Determined ("TBD")	
Prepetition Common Area Maintenance Outstanding:	26,000.00	
Prepetition Taxes Outstanding:	58,000.00	
Sub	\$121,935.63	
Damages Under Lease		
Trustee Fees:	\$3,436.35	
Trustee's Attorneys Fees <sup>1</sup> :	10,424.76	
Landlord's Legal Costs:	20,000.00	
Broker's Opinion:	6,500.00	
Environmentals:	5,500.00	
HVAC Repair:	10,000.00	
Interior Clean-Up:	3,000.00	
Inspection Fees:	1,500.00	
HVAC Inspection:	1,000.00	
Sign Removal:	2,000.00	
Re-key:	1,000.00	
Subtotal of Damages Under Lease:		\$64,361.11
TOTAL AMENI	\$831,584.68	

<sup>&</sup>lt;sup>1</sup> The amount for attorneys' fees includes estimated time. CC Acquisitions, L.P. reserves the right to further amend and/or supplement this Claim at any time to reflect additional attorneys' fees incurred.

# EXHIBIT C TO AMENDED PROOF OF CLAIM FILED BY CC ACQUISITIONS, L.P. <u>LEWISVILLE, TEXAS (STORE NO. 6366)</u>

**LEASE** 

### **EXHIBIT K**

HODGSON RUSS LLP James C. Thoman, Esq. 140 Pearl Street, Suite 100 Buffalo, NY 14202 Telephone: (716) 856-4000 Attorneys for CC Acquisitions LLC

and

CHRISTIAN & BARTON, LLP Augustus C. Epps, Jr., Esq. (VSB No. 13254) Michael D. Mueller, Esquire (VSB No. 38216) Jennifer M. McLemore, Esquire (VSB No. 47164) 909 East Main Street, Suite 1200 Richmond, VA 23219 Telephone: (804) 697-4100 Local Counsel for CC Acquisitions LLC

### UNITED STATES BANKRUPTCY COURT EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

In re:	Chapter 11
CIRCUIT CITY STORES, INC., et al.,	Case No. 08-35653 Jointly Administered
Debtors.	Jointly Administrate

# DECLARATION OF RON PETIT IN SUPPORT OF RESPONSE TO THIRTY-NINTH OMNIBUS OBJECTION TO LANDLORD CLAIMS (REDUCTION OF CERTAIN INVALID CLAIMS-MITIGATION)

#### I, Ron Petit, declare as follows:

I am a Vice President with CC Acquisitions, L.P., the Manager of CC Acquisitions, LLC ("CC Acquisitions"). I am a resident of Maplewood, New Jersey. All of the facts set forth in this declaration are within my personal knowledge and are true and correct. I suffer from no legal impediment that precludes me from making this declaration.

1. I make this declaration in support of CC Acquisitions response to Trustee of the Circuit City Stores, Inc. Liquidating Trust's (the "Trust") Thirty-Ninth Omnibus Objection to Landlord Claims seeking an order disallowing Claim Nos. 12718, 12721, 12722, 12725, 14518, 14521, 14522, 14523, 14574 and 14577 (the "Motion").

2. McDonald Mortgage Pass-Through Corporation (the "Originator") made various mortgage loans with respect to a number of locations leased by the debtors including the following locations:

LANDLORD	STORE	LOCATION
	NUMBER	
CCI Trust 1994-1	#4505	109 Markham Park Drive
	("Little Rock 1")	Little Rock, AR 72211
CCI Trust 1994-1	#4506	4339 Warden Road North
	("Little Rock 2")	Little Rock, AR 72116
CCI Trust 1994-1	#3515	7669 Highway 70 South
	("Nashville")	Nashville, TN 37221
CCI Trust 1994-1	#3517	1940 E. County Road D
•	("Maplewood")	Maplewood, MN 55109
CCI Louisiana Trust	#3506	4945 Lapalco Boulevard
·	("Marrero")	Marrero, LA 70072
CCI Trust 1994-1	#6691	20465 Highway 59
	("Humble")	Humble, TX 77338
CCI Trust 1994-1	#3314	435 Lancaster Drive
	("Salem")	Salem (Portland), OR 97301
CCI Trust 1994-1	#4502	2325 S. Stemmons Freeway
	("Lewisville")	Lewisville, TX 75067

collectively, the "Locations".

- 3. The Originator then transferred the mortgage loans and the collateral therefor to Manufacturers and Traders Trust Company, as trustee (the "Trustee") for the benefit of the holders of certain certificates issued pursuant to the terms of a Pooling and Servicing Agreement, dated as of November 10, 1994. The mortgage loans and collateral therefor were transferred to the Trustee. The certificates represented the beneficial interests in the mortgage loans, and entitled the certificate holders to a stream of payments.
- 4. Each loan was secured by a mortgage and assignment of leases and rents. The assignment of leases and rents provide for the payment of rents directly to the lender in the occurrence of an event of default.
- 5. There were defaults under the mortgage loans. The Trustee exercised its rights and remedies. The borrowers entered into deed in lieu of foreclosure agreements with respect to all of

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 81 of 84

the Locations except for Humble, Texas and Lewisville, Texas. At the direction of the Trustee, the properties were conveyed to CC Acquisitions.

- 6. For all of the Locations, the Trustee assigned all of its rights with respect to the mortgage loan and related collateral documents to CC Acquisitions. The assignment contains "antimerger" language. CC Acquisitions is the assignee of all rights with respect to mortgage loans and assignments of rents and leases with respect to the Locations.
- 7. On or about April 30, 2009, the Trustee timely filed a request for a general unsecured claim in the amount of not less than \$620,334.88 for rejection damages and pre-petition amounts due with respect to the lease for real property located at Little Rock, Arkansas—Store No. 4506 ("Claim No. 12718"). On or about May 17, 2010, the Trustee transferred Claim No. 12718 to CC Acquisitions and Notice of the Transfer of Claim was filed with the Court (Docket No. 7633).
- 8. On or about April 30, 2009, the Trustee timely filed a request for a general unsecured claim in the amount of not less than \$721,052.70 for rejection damages and pre-petition amounts due with respect to the lease for real property located at Little Rock, Arkansas—Store No. 4505 ("Claim No. 12721"). On or about May 17, 2010, the Trustee transferred Claim No. 12721 to CC Acquisitions and Notice of the Transfer of Claim was filed with the Court (Docket No. 7816).
- 9. On or about April 30, 2009, the Trustee timely filed a request for a general unsecured claim in the amount of not less than \$804,474.43 for rejection damages and pre-petition amounts due with respect to the lease for real property located at Nashville, Tennessee—Store No. 3515 ("Claim No. 12722"). On or about May 17, 2010, the Trustee transferred Claim No. 12722 to CC Acquisitions and Notice of the Transfer of Claim was filed with the Court (Docket No. 7632).
- 10. On or about April 30, 2009, the Trustee timely filed a request for a general unsecured claim in the amount of not less than \$974,171.44 for rejection damages and pre-petition

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 82 of 84

amounts due with respect to the lease for real property located at Maplewood, Minnesota—Store No. 3137 ("Claim No. 12725"). On or about May 17, 2010, the Trustee transferred Claim No. 12725 to CC Acquisitions and Notice of the Transfer of Claim was filed with the Court (Docket No. 7631).

- 11. On or about July 23, 2009, CC Acquisitions timely filed an amended proof of claim (amending Claim No. 8170) asserting a general unsecured claim in the amount of not less than \$933,748.17 for rejection damages and pre-petition amounts due with respect to the lease for real property located at Humble, Texas—Store No. 6619 ("Claim No. 14518").
- 12. On or about July 23, 2009, CC Acquisitions timely filed an amended proof of claim (amending Claim No. 8626) asserting a general unsecured claim in the amount of not less than \$715,734.85 for rejection damages and pre-petition amounts due with respect to the lease for real property located at Portland (Salem), Oregon—Store No. 6324 ("Claim No. 14521").
- 13. On or about July 23, 2009, CC Acquisitions timely filed an amended proof of claim (amending Claim No. 8627) asserting a general unsecured claim in the amount of not less than \$826,028.91 for rejection damages and pre-petition amounts due with respect to the lease for real property located at Marrero, Louisiana—Store No. 3506 ("Claim No. 14522").
- 14. On or about July 23, 2009, the Trustee timely filed an amended proof of claim (amending Claim No. 8421) asserting a general unsecured claim in the amount of not less than \$831,584.68 for rejection damages and pre-petition amounts due with respect to the lease for real property located at Lewisville, Texas—Store No. 6366 ("Claim No. 14523"). On or about May 17, 2010, the Trustee transferred Claim No. 14523 to CC Acquisitions and Notice of the Transfer of Claim was filed with the Court (Docket No. 7630).
- 15. On or about September 2, 2009, CC Acquisitions timely filed an amended proof of claim (amending Claim No. 14523) asserting a general unsecured claim in the amount of not

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 83 of 84

less than \$831,584.68 for rejection damages and pre-petition amounts due with respect to the lease for real property located at Lewisville, Texas—Store No. 6366. ("Claim No. 14574").

- 16. On or about September 2, 2009, CC Acquisitions timely filed an amended proof of claim (amending Claim No. 14523) asserting a general unsecured claim in the amount of not less than \$831,584.68 for rejection damages and pre-petition amounts due with respect to the lease for real property located at Lewisville, Texas—Store No. 6366 ("Claim No. 14577").
- 17. CC Acquisitions entered into a Management and Leasing Agreement with CB Richard Ellis on June 17, 2009 with respect to the Locations. CC Acquisitions retained CB Richard Ellis in an attempt to market the Locations to prospective tenants. There was very little demand for leasing the Locations. The re-letting efforts produced no replacement tenants for any of the Locations.
- 18. CC Acquisitions also entered into an Exclusive Sales Listing Agreement with CB Richard Ellis on May 20, 2009. There was limited demand in the sale market, in most cases, by users who converted the Locations from retail into office or medical office, or in two cases, into a house of worship and a site for demolition and conversion to a motel. The properties were sold on the following dates:

Humble, Texas - October 2009

Lewisville, Texas - August 2010

North Little Rock, AR - December 2009

Little Rock, AR - June 2010

Marrerro, LA - December 2010

Nashville, TN - October 2009

Maplewood, MN - June 2011

Salem, OR - May 2010

Case 08-35653-KRH Doc 12056-1 Filed 06/21/12 Entered 06/21/12 16:22:14 Desc Exhibit(s) A through K Page 84 of 84

I declare under penalty of perjury under the laws of the State of New York that the foregoing is true and correct.

Executed this 10 th day of May, 2012 at New York, New York.

Ron Petit